

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

GLOBAL POWER COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of GLOBAL POWER COMPANY for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to GLOBAL POWER COMPANY to transact business in this State under the name GLOBAL POWER COMPANY and attach hereto a duplicate original of the Application for such Certificate.

Dated May 22, 1984



Pete T. Cenarrusa
SECRETARY OF STATE

Sally J. Clark
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Global Power Company

2. *The name which it shall use in Idaho is Global Power Company

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is October 12, 1983 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is The Prentice-Hall Corporation System, Inc. 229 S. State St., Dover, DE 19901

6. The address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc., One Capital Center, 999 Main Street, Boise, Idaho 83702, and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: The repair, erection and maintenance of power generation equipment.

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>See attached list</u>		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,000</u>	<u>Common</u>	<u>\$1.00 per share</u>

(continued on reverse)

GLOBAL POWER COMPANY

Directors

H. C. Adams	Global Power Company Trace Creek Road Route 4 Waverly, TN 37185
V. S. Andersen	Westinghouse Electric Corporation 1974 Sproul Road Broomall, PA 19008
C. P. Eicheldinger	Westinghouse Electric Corporation 1974 Sproul Road Broomall, PA 19008
R. J. Huber, Sr.	Global Power Company Trace Creek Road Route 4 Waverly, TN 37185
G. P. Segner	Westinghouse Electric Corporation 1974 Sproul Road Broomall, PA 19008

Officers

R. J. Huber, Sr., President	Global Power Company Trace Creek Road Route 4 Waverly, TN 37185
H. C. Adams, Vice President	Global Power Company Trace Creek Road Route 4 Waverly, TN 37185
J. R. Black, Vice President	Global Power Company Trace Creek Road Route 4 Waverly, TN 37185
R. E. Peters, Secretary	Westinghouse Electric Corporation Westinghouse Building Gateway Center Pittsburgh, PA 15222

J. T. Lord, Assistant
Secretary

Westinghouse Electric Corporation
Westinghouse Building
Gateway Center
Pittsburgh, PA 15222

D. J. Platt, Assistant
Secretary

Westinghouse Electric Corporation
Westinghouse Building
Gateway Center
Pittsburgh, PA 15222

J. L. Van Demark, Treasurer

Westinghouse Electric Corporation
Westinghouse Building
Gateway Center
Pittsburgh, PA 15222

R. L. Caruso, Assistant
Treasurer

Westinghouse Electric Corporation
Westinghouse Building
Gateway Center
Pittsburgh, PA 15222

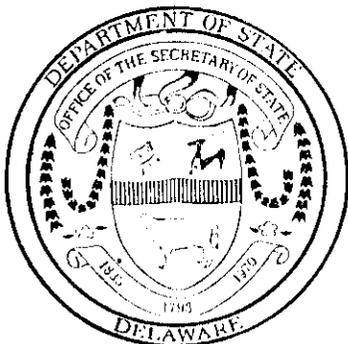


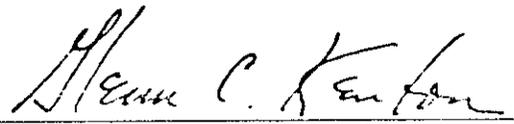
State of DELAWARE



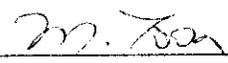
Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Incorporation _____
filed in this office on _____ October 12, 1983 _____.





Glenn C. Kenton, Secretary of State

BY:  _____

DATE: _____ May 9, 1984 _____

CERTIFICATE OF INCORPORATION
OF
GPC ACQUISITION CORPORATION

I, the undersigned, for the purpose of incorporating and organizing a corporation under the General Corporation Law of the State of Delaware, do hereby certify as follows:

FIRST: The name of the corporation (hereinafter called the Corporation) is

GPC ACQUISITION CORPORATION

SECOND: The address of the Corporation's registered office in the State of Delaware is 229 South State Street, City of Dover, County of Kent. The name of the Corporation's registered agent at such address is The Prentice-Hall Corporation System, Inc.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is 1,000 shares of Common Stock, par value \$1.00 per share.

FIFTH: The name and mailing address of the incorporator is Marc Morley Kane, c/o Westinghouse Electric Corporation, Westinghouse Building, Gateway Center, Pittsburgh, Pennsylvania 15222.

SIXTH: The names and mailing addresses of the persons who are to serve as directors of the Corporation until their successors are elected and qualify are as follows:

<u>Name</u>	<u>Mailing Address</u>
M. M. Kane	Westinghouse Electric Corporation Westinghouse Building Gateway Center Pittsburgh, PA 15222
M. T. Murray	Westinghouse Electric Corporation Westinghouse Building Gateway Center Pittsburgh, PA 15222
R. E. Peters	Westinghouse Electric Corporation Westinghouse Building Gateway Center Pittsburgh, PA 15222

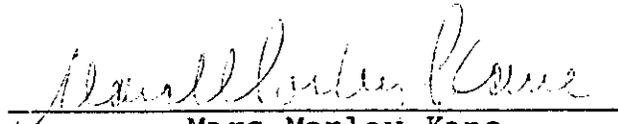
SEVENTH: Unless and except to the extent that the By-laws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

EIGHTH: The Board of Directors is expressly authorized and empowered to make, alter and repeal the By-laws of the Corporation, subject to the power of the stockholders of the Corporation to alter or repeal any By-law made by the Board of Directors.

NINTH: Any director or any officer of the Corporation elected or appointed by the stockholders of the Corporation or by its Board of Directors may be removed at any time in such manner as shall be provided in the By-laws of the Corporation.

TENTH: The Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the right reserved in this Article.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinabove named, do hereby execute this Certificate of Incorporation this 6th day of October, 1983.



Marc Morley Kane



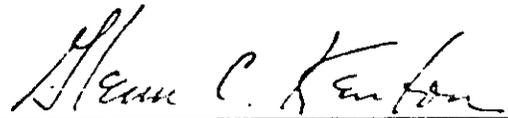
State of DELAWARE



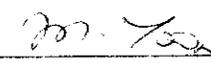
Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Amendment _____
filed in this office on _____ November 3, 1983 _____.





Glenn C. Kenton, Secretary of State

BY:  _____

DATE: May 9, 1984 _____

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

GPC Acquisition Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of GPC Acquisition Corporation be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

"The name of the corporation (hereinafter called the Corporation) is:

GLOBAL POWER COMPANY."

SECOND: That in lieu of a⁰ meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said GPC Acquisition Corporation has caused this certificate to be signed by Marc Morley Kane, its President, and attested by R. E. Peters, its Secretary, this 25th day of October, 1983.

GPC ACQUISITION CORPORATION

By: Marc Morley Kane
Marc Morley Kane, President

ATTEST:

By: R. E. Peters
R. E. Peters, Secretary