

Filing and License Fee: \$310.00 minimum

ID Number: 143239



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State Matthew A. Brown
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1 1-103 of the General Laws, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the state of Rhode Island and for that purpose submits the following statement

1. The name of the corporation is Square D Company

2. It is incorporated under the laws of Delaware

3. The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

4. The date of its incorporation is March 10, 1989 and the period of its duration is indefinite

5. The address of its principal office in the state or country under the laws of which it is incorporated is C/O Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801

6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street

(Street Address, not P.O. Box)

Providence RI 02903 and the name of its proposed registered agent in Rhode Island at

(City/Town) (Zip Code)

that address is CT Corporation System
(Name of Agent)

7. The specific purpose or purposes, which it proposes to pursue in the transaction of business in Rhode Island are:

sales and servicing of electrical equipment and industrial automation products including general contractor work related thereto.

8. The names and respective addresses of the directors and officers are

	Name	Address
Director	Henri Lachmann	43-45, boulevard Franklin-Roosevelt, 92500 Rueil-Malmaison, France
Director	Antoine Giscard D'Estaing	43-45, boulevard Franklin-Roosevelt, 92500 Rueil-Malmaison, France
Director/President	David P. Petralis	1415 S. Roselle Rd., Palatine, IL 60067
VP & Sr. Vice President	Aloneil H. Finidori	1415 S. Roselle Rd., Palatine, IL 60067
Treasurer	Thomas McNulty	1415 S. Roselle Rd., Palatine, IL 60067
Sr. VP & Secretary	Richard C. Richardson	1415 S. Roselle Rd., Palatine, IL 60067

Form No 150 Director
Revised 07/03

FILED
OCT 05 2004
BY [Signature]
C47088

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
2000	Common		\$.01
2000	Preferred		no par value

10 The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
1275.96	Common		\$.01
250	Preferred	A	\$.01

- 11 (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 750,000,000
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 % [divide (b) by (a) and multiply by 100 to obtain the percentage]
12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 2,200,000,000
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 9,000,000
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0.41 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
- 13 This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation

Date 10/1/04

Square D Company
 Print Exact Name of Corporation Making Application

By [Signature]
 President or Vice President (check one)

By [Signature] AND
 Secretary or Assistant Secretary (check one)

STATE OF ILLINOIS
 COUNTY OF COOK

In PALATINE, on this 1ST day of OCTOBER, 2004 before me personally appeared HOWARD E. JAPLOW & VICTOR G. COPELAND who, being duly sworn, declared that they are the SR. VICE PRESIDENT & ASST. SECRETARY of the above-named entity and that they signed the foregoing document as such authorized agents and that the statements herein contained are true.



[Signature]
 Notary Public
 My Commission Expires 10-6-07

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "SQUARE D COMPANY" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TENTH DAY OF MARCH, A.D. 1989, AT 10 O'CLOCK A.M.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "DELAWARE SQUARE D, INC." TO "SQUARE D COMPANY", FILED THE SIXTEENTH DAY OF JUNE, A.D. 1989, AT 10 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE FIFTH DAY OF JULY, A.D. 1989, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF CORRECTION, FILED THE TWENTY-SIXTH DAY OF JULY, A.D. 1989, AT 10 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 1989, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1989.

CERTIFICATE OF OWNERSHIP, FILED THE THIRTY-FIRST DAY OF



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3381497

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DATE: 09-29-04