

Filing Fee: \$75.00

ID Number: 123487



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
AMENDED CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)**

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is FOSTER WHEELER POWER GROUP, INC.
2. It is incorporated under the laws of Delaware
3. A Certificate of Authority was issued to the corporation by the office of the Secretary of State of the State of Rhode Island 03/08/2002, authorizing it to transact business in Rhode Island under the name of: FOSTER WHEELER POWER GROUP, INC.
4. The corporate name of the corporation has been changed to FOSTER WHEELER NORTH AMERICA CORP.
(If no change, so indicate.)
5. 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:
FOSTER WHEELER NORTH AMERICA CORP.
 - (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:

6. The corporation desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:
(If no other or additional purposes are proposed, insert "No Change.")

No Change

FILED

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By m24520

7. If there has been an increase in the authorized shares of the corporation, list the total number of authorized shares, including the increase (If there has been no increase in shares, insert "no change"):

Total Number of Authorized Shares	Class	Series	Par Value or Statement that Shares are without Par Value
No Change			

8. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 385423330.00.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.0000.
- (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]
9. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 279817768.0000.
- (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 \$ 0.0000.
- (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 0.0000 %. [divide (b) by (a) and multiply by 100 to obtain the percentage]
10. Except as herein modified, the original Application for Certificate of Authority continues in full force and effect and is hereby confirmed, ratified and incorporated by reference into this Application for Amended Certificate of Authority.

Date: MARCH 5, 2004

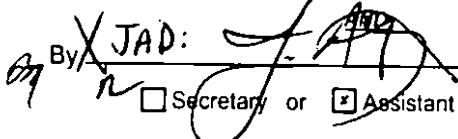
FOSTER WHEELER POWER GROUP, INC.

Print Exact Name of Corporation Making Application

Anthony Scerbo

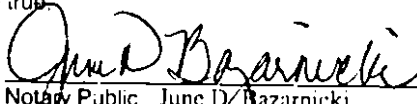
By X AS: 
☐ President or ☒ Vice President (check one)

John A. Doyle, Jr.

By X JAD: 
☐ Secretary or ☒ Assistant Secretary (check one)

STATE OF New Jersey
COUNTY OF Hunterdon

In Hunterdon, on this 5TH day of MARCH, 2004, before me personally appeared John A. Doyle, Jr. who, being duly sworn, declared that he/she is the Asst. Secretary of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.


Notary Public June D. Bazarnicki
My Commission Expires 03/19/2007

June D. Bazarnicki
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires March 19, 2007

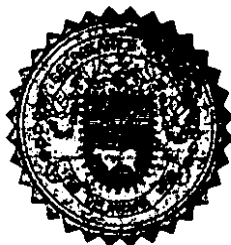
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "FOSTER WHEELER POWER GROUP, INC.", CHANGING ITS NAME FROM "FOSTER WHEELER POWER GROUP, INC." TO "FOSTER WHEELER NORTH AMERICA CORP.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2003, AT 10:01 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF JANUARY, A.D. 2004.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2950173

DATE: 02-24-04

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION
OF

FOSTER WHEELER POWER GROUP, INC.
(a Delaware corporation)

It is hereby certified that:

FIRST: The name of the corporation (hereinafter called the "Corporation") is
FOSTER WHEELER POWER GROUP, INC.

SECOND: The Certificate of Incorporation of the Corporation is hereby amended
by striking out Article **FIRST** thereof and by substituting in lieu of said Article the following new
Article **FIRST**:

"FIRST: The name of the Corporation (hereinafter called the
"corporation") is **FOSTER WHEELER NORTH AMERICA CORP."**

THIRD: The amendment of the Certificate of Incorporation herein certified has
been duly adopted in accordance with the provisions of Section 242 of the General Corporation
Law of the State of Delaware.

FOURTH: That this Certificate of Amendment of the Certificate of Incorporation
shall be effective on January 1, 2004.

Signed on December 17, 2003.


Bernard H. Cherry
President

Word/reba/cert/amend/Deccert/amendFWPGI.doc