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ACCOUNT NO. : 072100000032

REFERENCE : 358394 4336422

AUTHORIZATION : *Patricia Pignatelli*

COST LIMIT : \$ 78.75

ORDER DATE : August 30, 1999

ORDER TIME : 10:07 AM

ORDER NO. : 358394-045

600002980816-3

CUSTOMER NO: 4336422

CUSTOMER: Bernice Calpo, Legal Asst
Louis Berger & Associates,
100 Halsted St.

East Orange, NJ 07019

FOREIGN FILINGS

NAME: THE LOUIS BERGER GROUP, INC.

XXXX QUALIFICATION (TYPE: CO)

7

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -8 PM 1:20

3/11 9/8/99

RECEIVED
99 SEP -8 AM 10:37
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED STATE SECRETARY OF CORPORATIONS
9 OCT 1988
PM 1:20

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. The Louis Berger Group, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. New Jersey 3. 22-1754524
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 08, 1963 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 100 Halsted Street
East Orange, NJ 07019
(Current mailing address)
See Attached Rider 1

8. _____
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company
By: Tabatha Fouelli ASST VP
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -8 PM 1:20

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

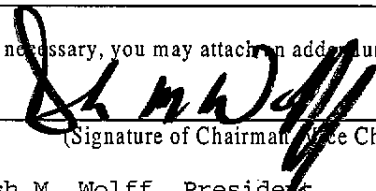
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Derish M. Wolff, President
(Typed or printed name and capacity of person signing application)

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

The Louis Berger Group, Inc.

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SECRETARY OF CORPORATIONS
99 SEP -8 PM 1:20

List of Officers

Name: Derish M. Wolff **Title:** President
Bus. Addr.: c/o The Louis Berger Group, Inc. 100 Halsted Street, East Orange, NJ
07019

Name: Fredric S. Berger **Title:** Secretary
Bus. Addr.: c/o The Louis Berger Group, Inc. 1819 H Street NW, Ste. 900,
Washington, DC 20006

Name: Paul A. Pearlson **Title:** Treasurer/Asst. Secretary
Bus. Addr.: c/o The Louis Berger Group, Inc. 100 Halsted Street, East Orange, NJ
07019

Name: Nicholas J. Masucci **Title:** Asst. Treasurer
Bus. Addr.: c/o The Louis Berger Group, Inc. 100 Halsted Street, East Orange, NJ
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Name: John A. Hotopp **Title:** Asst. Treasurer
Bus. Addr.: c/o The Louis Berger Group, Inc. 100 Halsted Street, East Orange, NJ
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Name: James G. Bach **Title:** Asst. Secretary
Bus. Addr.: c/o The Louis Berger Group, Inc. 100 Halsted Street, East Orange, NJ
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Name: Leon A. Marantz **Title:** Finance Committee, Chairman
Bus. Addr.: c/o The Louis Berger Group, Inc. 100 Halsted Street, East Orange, NJ
07019

List of Directors

Name: Derish M. Wolff **Term:** Oct 01, 2000
Bus. Addr.: c/o The Louis Berger Group, Inc. 100 Halsted Street, East Orange, NJ
07019

Name: Thomas L. Weck **Term:** Oct 01, 2000
Bus. Addr.: c/o The Louis Berger Group, Inc. 100 Halsted Street, East Orange, NJ
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Name: Leon A. Marantz **Term:** Oct 01, 2000
Bus. Addr.: c/o The Louis Berger Group, Inc. 100 Halsted Street, East Orange, NJ
07019

RIDER 1

FL-Application by Foreign Corporation for Authorization

The Louis Berger Group, Inc.

To carry on the business of consulting engineering, economics & planning, program management, environmental sciences, cultural resources. To engage in the studies of & for the development of agriculture, tourism, water & sewer, & ecology. To engage in any act or activity for which corporations may be organized.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -8 PM 1:20

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

THE LOUIS BERGER GROUP, INC.

With the Previous or Alternate Name

LOUIS BERGER INTERNATIONAL, INC. (FORMERLY LOUIS BERGER, INC.)

I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Profit Corporation was
registered by this office on May 8, 1963.

As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.

I further certify that the registered agent and
registered office are:

Paul A Pearlson
100 Halsted St
East Orange N J, NJ 07019

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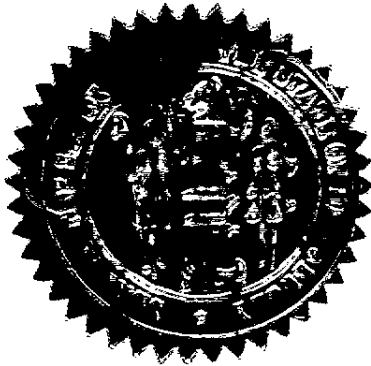
STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

THE LOUIS BERGER GROUP, INC.

With the Previous or Alternate Name

LOUIS BERGER INTERNATIONAL, INC. (FORMERLY LOUIS BERGER, INC.)

99 SEP - 8 PM 1:25
TREASURY



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
1st day of September, 1999

Roland M Machold

Roland M Machold
Treasurer