

P32879

US CorpWorks Inc
3500 East 17th Avenue
Denver, CO 80206
888-967-5799
Fax: 303-393-8900

FILED
02 MAY -3 PM 12: 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 29, 2002

Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

900005451129--1
-05/03/02--01087--013
*****35.00 *****35.00

Re: PCL Construction Resources (U.S.A.), Inc.
PCL Civil Constructors, Inc.
PCL Construction Services, Inc.

Dear Madam/Sir:

Enclosed is the following document(s) for filing in your office, together with a check covering your fees:

Statement of Change of Registered Agent

If all is in order, kindly return your usual evidence of filing to my attention.

Please call the toll-free number listed above if for any reason the filings cannot be made.

Sincerely,

Sabrina Tillapaugh
Sabrina Tillapaugh

PS 5/13/02
RA/no

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Colorado submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation : PCL Construction Resources (U.S.A.), Inc.

2. The mailing address of the corporation : 2000 South Colorado Boulevard, Suite 2-500
Denver, CO 80222

3. Date of incorporation/qualification: February 19, 1991 Document number: P32879

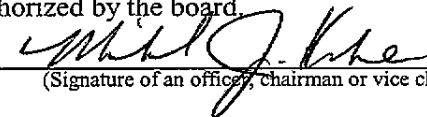
4. The name and address of the current registered agent and office:
CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

5. The name and address of the new registered agent (if changed) and/or registered office (if changed).
(P. O. Box Not Acceptable)
NRAI Services, Inc.
526 E. Park Avenue
Tallahassee, FL 32301

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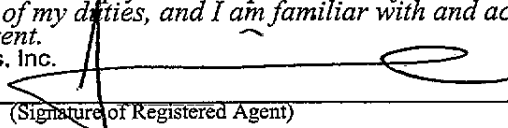
The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

 April 25, 2002
(Signature of an officer, chairman or vice chairman of the board) (Date)

Michael J. Kehoe, Secretary
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.
NRAI Services, Inc.

 April 25, 2002
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:
Joe Mirrione, Vice President
(Typed or Printed Name) (Capacity)

***** FILING FEE: \$35.00 *****