

833552



ACCOUNT NO. : 072100000032

REFERENCE : 830640 5033239

AUTHORIZATION : *Patricia Payne*

COST LIMIT : \$ 35.00

ORDER DATE : May 22, 1998

ORDER TIME : 9:24 AM

ORDER NO. : 830640-040

CUSTOMER NO: 5033239

CUSTOMER: Ms. Amy Landuyt  
Urs Corporation  
100 California Street  
#500  
San Francisco, CA 94111

FILED  
98 JUN - 1 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

100002541791--5

CHANGE OF AGENT

NAME: WOODWARD-CLYDE INTERNATIONAL-AMERICAS

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

           CERTIFIED COPY  
XX            PLAIN STAMPED COPY

CONTACT PERSON: Robert Maxwell

RECEIVED  
98 JUN - 1 AM 9:48  
DIVISION OF CORPORATION

*R. Agent Change  
6-1-98  
CC*

Florida Department of State, Sandra B. Mortham, Secretary of State

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

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 Nevada 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 is: Woodward-Clyde International-Americas

2. The mailing address of the corporation is: 600, 4582 S. Ulster Street Denver, CO 80237

3. Date of incorporation/qualification: December 29, 1974 Document number: 833552

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 and office: (P. O. Box Not Acceptable) Corporation Service Company 1201 Hays Street Tallahassee, FL 32301

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.

Robert K Wilson (Signature of an officer, chairman or vice chairman of the board)

6 May 1998 (Date)

Robert K. Wilson, Assistant Secretary

(Printed or typed name and title)

(Date)

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.

Corporation Service Company

(Signature of Registered Agent)

5/28/98 (Date)

If signing on behalf of an entity:

Vivien S. Mitchell

(Typed or Printed Name)

Vivien Spitzer ASST. VP (Capacity)

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