



THE UNITED STATES CORPORATION COMPANY

F00000001331

ACCOUNT NO. : 072100000032

REFERENCE : 618237 5139316

AUTHORIZATION : Patricia Pizutto

COST LIMIT : \$ 70

ORDER DATE : March 9, 2000

ORDER TIME : 12:08 PM

ORDER NO. : 618237-005

CUSTOMER NO: 5139316

CUSTOMER: Ms. Yvette Brandy Navigant Consulting, Inc. 615 N. Wabash

Chicago, IL 60611

900003165669--8

FOREIGN FILINGS

NAME: NAVIGANT CONSULTING, INC.

XXXX QUALIFICATION (TYPE: CO)

7

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

Handwritten initials and date: BK 3/10/00

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 00 MAR 10 AM 9:06

RECEIVED DEPARTMENT OF STATE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA 00 MAR 10 PM 12:54



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

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

SEE ADDENDUM

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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

President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

SEE ADDENDUM

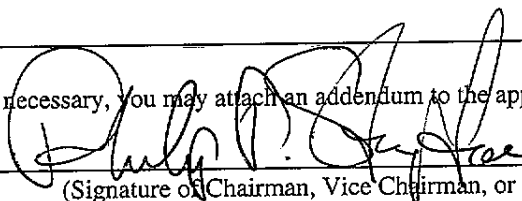
Secretary: \_\_\_\_\_

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. Philip Steptoe, Vice President, General Counsel And Secretary  
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MMR 10 AM 9:06

**EXHIBIT A**

Purpose of Navigant Consulting, Inc.

The nature of the business and of the purpose to be conducted and promoted by the Corporation shall be to engage in any lawful act or activity for which Corporations may be organized under the general Corporation Law of the State of Delaware.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAR 10 AM 9:06

**ADDENDUM TO APPLICATION FOR CERTIFICATE OF AUTHORITY**

Address for all Officers and Directors:

615 North Wabash  
Chicago, Illinois 60611

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAR 10 AM 9:06

**Officers**

John Reed, Vice Chairman and co-CEO  
Mitch Saranow, Chairman and co-CEO  
Carl Spetzler, President and co-CEO  
Jim Hillman, VP and CFO  
Philip Steptoe, VP, General Counsel and Secretary

**Directors**

James R. Thompson  
Peter B. Bond  
Bill Goodyear  
Sam Skinner  
Mitch Saranow  
John Reed  
Carl Spetzler

Office of the Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAR 10 AM 9:06

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "NAVIGANT CONSULTING, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE SIXTH DAY OF JUNE, A.D. 1996, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "METZLER & ASSOCIATES, INC." TO "THE METZLER GROUP, INC.", FILED THE TENTH DAY OF SEPTEMBER, A.D. 1996, AT 9 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE THIRD DAY OF OCTOBER, A.D. 1996, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE FIRST DAY OF DECEMBER, A.D. 1997, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "THE METZLER GROUP, INC." TO "NAVIGANT CONSULTING, INC.", FILED THE FIFTEENTH DAY OF JULY, A.D. 1999, AT 5 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-SECOND DAY OF



*Edward J. Freel*  
Edward J. Freel, Secretary of State

2630937, 8310

001059971

AUTHENTICATION: 0241331

DATE: 02-07-00

State of Delaware  
Office of the Secretary of State

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FILED STATE  
SECRETARY OF  
DIVISION OF CORPORATIONS  
00 MAR 10 AM 9:06

DECEMBER, A.D. 1999, AT 5:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID  
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE  
AFORESAID CORPORATION.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES  
HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE  
BEEN FILED TO DATE.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2630937 8310

001059971

AUTHENTICATION:

0241331

DATE:

02-07-00