

REFERENCE

: 618237

5139316

AUTHORIZATION

COST LIMIT

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

FOREIGN FILINGS

NAME:

NAVIGANT CONSULTING, INC.

XXXX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

900003165669--8

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

	ICE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.
(Name of corp words or abbr	Navigant consulting. Inc. poration; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or eviations of like import in language as will clearly indicate that it is a corporation instead of a n or partnership if not so contained in the name at present.)
. 1	Delaware 3. 36-4094854 (FEI number, if applicable)
(State or count	Delaware 3. 36-4094854 (FEI number, if applicable)
4Jui	ne 16, 1996 Seate of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")
6. Upo	on Qualification rst transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7	615 North Wabash
	Chicago, Illinois 60611
•	(Current mailing address)
Q	SEE EXHIBIT A
(Purpos	se(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and s	treet address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name:	Corporation Service Company
Office Address	: 1201 Hayes Street
	Tallahassee, Florida, 32301 (Zip code)
10. Registered	l agent's acceptance:
this application, with the provisio	med as registered agent and to accept service of process for the above stated corporation at the place designated in I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply one of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept my position as registered agent. (Registered agent's signature)
11. Attached is a Department of St	a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the tate, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of

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

which it is incorporated.

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)	
Chairman:	
Address:	- 8
Vice Chairman:	6 80
Address:	
	0,0
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 Coun (Typed or printed name and capacity of person signing applicati	sel And Secretary

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.

ADDENDUM TO APPLICATION FOR CERTIFICATE OF AUTHORITY

Address for all Officers and Directors:

615 North Wabash Chicago, Illinois 60611 ONTE TO MY 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

State of Delaware

Office of the Secretary of State

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, Secretary of State

AUTHENTICATION:

0241331

2630937, 8310

DATE:

02-07-00

State of Delaware

Office of the Secretary of State

PAGE 2

DAME TO MANON

DECEMBER, A.D. 1999, AT 5:30 OLCLOCK 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, Secretary of State

AUTHENTICATION:

0241331

001059971

2630937 8310

DATE:

02-07-00