

F980000002678

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Modjeski and Masters, Inc.
(Name of corporation - must include suffix)

200002518592--5
-05/11/98-01074-002
*****70.00 *****70.00

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Michael F. Britt
(Name of Person)

Modjeski and Masters, Inc.
(Firm/Company)

4909 Louise Drive
(Address)

Mechanicsburg, Pennsylvania 17055
(City/State/Zip)

FILED
98 MAY -8 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Should you need to call someone concerning this matter, please call:

Michael F. Britt
(Name of Person)

at (717) 790-9565
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Handwritten signature/initials
5/11/98

PRINCIPALS

W. B. CONWAY, P.E.
J. M. KULICKI, PH.D., P.E.
H. E. WALDNER, P.E.
D. F. SORGENFRIE, P.E.
D. H. LeROY, P.E.

SENIOR ASSOCIATES

T. Y. SOONG, P.E.
J. E. PRICKETT, P.E.
B. T. MARTIN, JR., PH.D., P.E.
L. V. BORDEN, P.E.
L. K. HUANG, P.E.

CONSULTANT

C. F. COMSTOCK, P.E.



ASSOCIATES

B. P. STRAIN, JR., P.E.
J. L. MCKENNEY, P.E.
G. A. MURRAY, P.E.
R. A. LITTLE, P.E.
M. C. IRWIN, P.E.
B. E. PETERSON, P.E.
Z. PRUCZ, PH.D., P.E.
T. B. McMEANS, P.E.
R. A. MARTINO, P.E.
S. R. ESHENAUER, P.E.
M. P. FREEMAN, P.E.
R. J. EPPEHIMER, P.E.
W. N. MARIANOS, JR., PH.D., P.E.
N. E. KAHL, P.E.
P. D. OTTENS, P.E.
Q. P. JOHNSON, P.E.

PROJECT DEVELOPMENT

M. F. BRITT, P.E.

CONTROLLER

D. C. KAMSLER, JR., C.P.A.

May 8, 1998

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Gentlemen:

JN9000

Modjeski and Masters, Inc., a Pennsylvania corporation, wishes to register as a foreign profit corporation to transact business in Florida. To meet your requirements, we submit the following:

- A completed transmittal letter,
- An original certificate of existence,
- A \$70.00 registration fee, and
- A completed *Application By Foreign Corporation For Authorization To transact Business In Florida*.

Please forward a letter of acknowledgment to me upon registration.

If you need any further information, do not hesitate to contact me.

Very truly yours,


MICHAEL F. BRITT,
Director of Project Development

FILED
98 MAY -8 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MFB:nmg

encl.
as

MODJESKI and MASTERS, INC.

Rossmoyne Business Center • 4909 Louise Drive • Mechanicsburg, PA 17055
Mailing Address: P. O. Box 2345 • Harrisburg, PA 17105 • Telephone (717) 790-9565 • FAX No. (717) 790-9564
<http://www2.epix.net/~modjeski/> • E-Mail: modjeski@epix.net

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

*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. Modjeski and Masters, 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. Pennsylvania
(State or country under the law of which it is incorporated)
3. 23-2638914
(FEI number, if applicable)
4. 4/8/88
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Have not transacted any business in Florida
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155))
7. P. O. Box 2345
Harrisburg, Pennsylvania 17105
(Current mailing address)
8. Provide Bridge engineering services
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

ANN J. WILLIAMS
Assistant Vice President


(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.

FILED
98 MAY -8 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

Chairman: William B. Conway, P. E.

Address: 6226 Marquette Place
New Orleans, Louisiana 70118

Vice Chairman:

Address:

Director: Richard A. Martino, P. E.

Address: 30 Springcress Drive
Delran, New Jersey 08075

Director:

Address:

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

President: Dr. John M. Kulicki, P. E.

Address: 1103 Copper Creek Drive
Mechanicsburg, Pennsylvania 17055

Senior Vice President: Donald F. Sorgenfrei, P. E.

Address: 3816 South Post Oak Avenue
New Orleans, Louisiana 70131

Secretary: David H. LeRoy, P. E.

Address: 3722 Old Township Road
Harrisburg, Pennsylvania 17111

Treasurer: H. Eugene Waldner, P. E.

Address: 2114 Princeton Avenue
Camp Hill, Pennsylvania 17011

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. John M. Kulicki President and Chief Engineer
(Typed or printed name and capacity of person signing application)

98 MAY -8 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

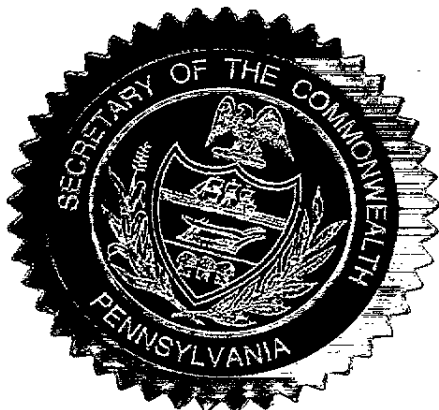
MARCH 27, 1998

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

MODJESKI AND MASTERS, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.

Secretary of the Commonwealth

CFEN

FILED
98 MAY -8 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA