

# F99000002538



**THE UNITED STATES CORPORATION COMPANY**

ACCOUNT NO. : 072100000032

REFERENCE : 242251 4306424

AUTHORIZATION : *Patricia Kyte*

COST LIMIT : \$ 70.00

ORDER DATE : May 17, 1999

ORDER TIME : 9:45 AM

ORDER NO. : 242251-005

600002878686--5

CUSTOMER NO: 4306424

CUSTOMER: Ms. Sandy York  
Steel Hector & Davis  
41st Floor, Ste. 4000  
200 S. Biscayne Boulevard  
Miami, FL 33131-2398

FOREIGN FILINGS

NAME: SCPI ACQUISITION CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

RECEIVED

99 MAY 18 AM 11:25

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 MAY 18 PM 2:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

*AS/18/99*

## TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: SCPI Acquisition Corporation  
(Name of corporation - must include suffix)

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:

R. Keefe Griffith

(Name of Person)

AECOM Technology Corporation

(Firm/Company)

3250 Wilshire Boulevard

(Address)

Los Angeles, CA 90010

(City/State/Zip)

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

R. Keefe Griffith  
(Name of Person)

at ( 213 ) 381-3612, Ext. 5576  
(Area Code & Daytime Telephone Number)

### STREET ADDRESS:

Qualification/Tax Lien Section  
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

Enclosed is a check for the following amount:

- \$70.00 Filing Fee     \$78.75 Filing Fee & Certificate of Status     \$78.75 Filing Fee & Certified Copy     \$87.50 Filing Fee, Certificate of Status & Certified Copy

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**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. SCPI Acquisition Corporation  
(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. Delaware 3. Applied for  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 3/17/99 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. N/A  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 800 Douglas Entrance, Coral Gables, Florida 33134  
(Current mailing address)

8. Any lawful purpose  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company  
Office Address: 1201 Hays Street  
Tallahassee, FL, Florida, ~~33134~~ 32301  
(Zip code)

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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.*

Karen B. Rozar  
(Registered agent's signature)  
Karen B. Rozar, Asst. Sec.  
Corporation Service Company

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.

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: R. Keeffe Griffith

Address: 3250 Wilshire Boulevard

Los Angeles, CA 90010

Vice Chairman: N/A

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

Director: N/A

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

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

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

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

President: R. Keeffe Griffith

Address: Same as above

Vice President: Dennis W. Tons

Address: 3250 Wilshire Boulevard

Los Angeles, CA 90010

Secretary: Dennis W. Tons


Address: Same as above

Treasurer: Dennis W. Tons

Address: Same as above

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**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)

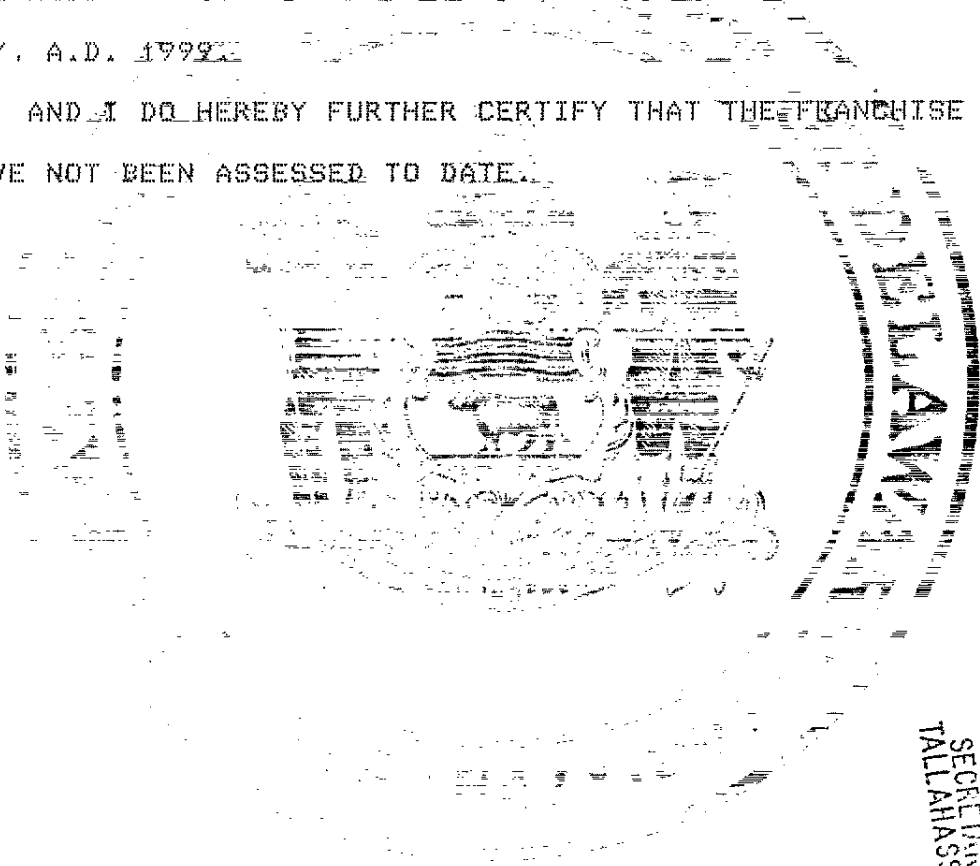
14. R. Keeffe Griffith, Chairman  
(Typed or printed name and capacity of person signing application)

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SCPI ACQUISITION CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF MAY, A.D. 1999

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Edward J. Freel*

Edward J. Freel, Secretary of State



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AUTHENTICATION: 9747670

DATE: 05-17-99