

852424



THE Louis Berger Group, INC.

100 Halsted Street, East Orange, New Jersey 07018 USA
Tel 973 678 1960 Fax 973 672 4284 www.louisberger.com

FILED
00 FEB 14 PM 4:44
TALLAHASSEE FLORIDA
SECRETARY OF STATE

Via Express Mail
#EJ93506885US

January 14, 2000

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-01/19/00--01017--017
*****52.50 *****43.75

RE: Erroneous/Duplicate Filing
The Louis Berger Group, Inc. - Document No. F99000004629
Louis Berger International, Inc. - Document No. 852424

Dear Sir/Madam:

The Louis Berger Group, Inc. f/k/a Louis Berger International, Inc. currently has duplicate filings of Certificates of Authorization to Transact Business with the Florida Secretary of State. **Louis Berger International, Inc.** (Document No. 852424) changed its corporate name to **The Louis Berger Group, Inc.**, effective July 23, 1999. The Louis Berger Group, Inc. erroneously submitted an application for Certificate of Authorization with the Florida Secretary of State in lieu of an application for an Amendment to the Certificate of Authorization amending its corporate name. This application was approved and filed with the State on September 8, 1999 and was assigned a Document No. F99000004429.

Therefore, we hereby request revocation of The Louis Berger Group, Inc.'s (Document No. F99000004629) certification and amendment to Louis Berger International, Inc.'s (Document No. 852424) certificate to reflect its new corporate name "The Louis Berger Group, Inc."

Enclose are the following documents required for Louis Berger International, Inc.'s application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida:

- Application of Amendment to the Certificate of Authorization;
- A Good Standing Certificate issued to The Louis Berger Group, Inc. f/k/a Louis Berger International, Inc. issued by the NJ Secretary of State;
- A copy of the Certificate of Amendment to the Certificate of Incorporation of Louis Berger International, Inc. filed with the NJ Secretary of State;

nc

T. LEWIS FEB 14 2000

Florida Department of State

January 14, 2000

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- A copy of the latest (1999) Corporate Annual Report submitted by Louis Berger International, Inc. submitted to the FL Department of State, Division of Corporations; and
- A check in the amount of \$52.50, our fee for same.

I apologize for any inconvenience that this may have caused.

Should you have any questions or need additional information, please do not hesitate to call.

Very truly yours,



Bernice Calpo-Melee
Legal Administrator

/bcm

Enclosures

cc: Doug Kern
Wally Sudol

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PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Louis Berger International, Inc.
Name of corporation as it appears on the records of the Department of State.

2. New Jersey 3. 04/01/1982
Incorporated under laws of Date authorized to do business in Florida

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FLORIDA

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? July 23, 1999

5. The Louis Berger Group, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction


Signature

December 29, 1999
Date

Derish M. Wolff
Typed or printed name

President
Title

FILED

JUL 23 1999

CERTIFICATE OF AMENDMENT TO THE

CERTIFICATE OF INCORPORATION OF *James A. DiEleuterio, Jr.*
State Treasurer

LOUIS BERGER INTERNATIONAL, INC.

TO: The Secretary of State
State of New Jersey

Pursuant to the provision of Section 14-A:9-2(4) and Section 14A:9-4(3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Restated Certificate of Incorporation:

1. The name of the Corporation is LOUIS BERGER INTERNATIONAL, INC.
2. The following amendment to the Restated Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders of the corporation on the 1st day July, 1999.

RESOLVED, that Article I of the Restated Certificate of Incorporation be amended to read as follows:

"ARTICLE I: The name of the Corporation is **The Louis Berger Group, Inc.**"

3. The number of shares outstanding at the time of the adoption of the amendment was 100,000. The total number of shares entitled to vote thereon was 100,000.

4. The number of shares voting or any against such amendment is as follows:

Number of Shares Voting
For Amendment

100,000

Number of Shares Voting
Against Amendment

- 0 -

5. The effective date of this Amendment to the Restated Certificate of Incorporation shall be upon its acceptance and filing by the Secretary of State.

Dated this 1st day of July, 1999.

LOUIS BERGER INTERNATIONAL, INC.

622522
1190076

By *Derish M. Wolff*
Derish M. Wolff
President

5482826000

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

THE LOUIS BERGER GROUP, INC.

With the Previous or Alternate Name

LOUIS BERGER INTERNATIONAL, INC. (FORMERLY LOUIS BERGER, INC.)

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Profit Corporation was
registered by this office on May 8, 1963.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

*I further certify that the registered agent and
registered office are:*

Paul A Pearlson
100 Halsted St
East Orange N J, NJ 07019

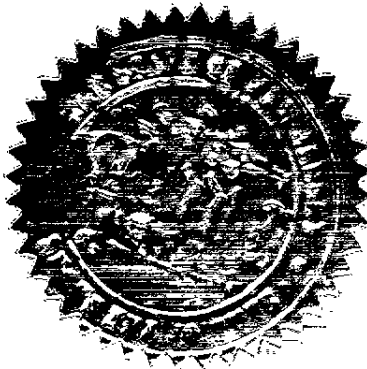
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STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

THE LOUIS BERGER GROUP, INC.

With the Previous or Alternate Name

LOUIS BERGER INTERNATIONAL, INC. (FORMERLY LOUIS BERGER, INC.)



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
13th day of January, 2000

Roland M Machold

Roland M Machold
Treasurer