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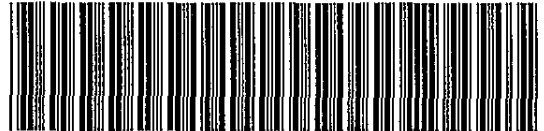
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AL

RECEIVED  
03 JAN 21 AM 8:45  
DIVISION OF CORPORATION



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03 JAN 21 PM 2:47

DEPT. OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 899388 4336650

AUTHORIZATION

COST LIMIT : \$ 70.00

*Patricia P. P.*

ORDER DATE : January 20, 2003

ORDER TIME : 10:02 AM

ORDER NO. : 899388-005

CUSTOMER NO.: 4336650

CUSTOMER: Ms. Sylvie G. Jordan  
Baker & McKenzie  
Floor 19th  
1200 Brickell Avenue  
Miami, FL 33131

FOREIGN FILINGS

NAME: ADP INTERNATIONAL  
ENGINEERING, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Parramore EXT# 1147

EXAMINER: \_\_\_\_\_

**APPLICATION FOR AUTHORITY**

**OF**

**ADP INTERNATIONAL ENGINEERING, INC.**

FILED  
03 JAN 21 PM 2:47  
OFFICE OF THE  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

ADP International Engineering (the "Corporation"), a foreign corporation desiring to conduct business in the State of Florida pursuant to Section 607.1503 of the Florida Business Corporation Act, does hereby certify:

1. The name of the Corporation is ADP International Engineering, Inc.
2. The jurisdiction of organization of the Corporation is Creteil, France. The date of organization of the Corporation is June 20, 2000.
3. The Corporation shall cease to exist on June 20, 2099.
4. A Federal Employer Identification Number is in the process of being applied for.
5. The date on which the corporation will first transact business in Florida is upon qualification.
6. The address of the principal office and the mailing address of the Corporation is Zone Sud Aeroport D'Orly - Parc Central Batiment 641, 91200 Athis-Mons, France.
7. The purpose of the Corporation is to engage in any and all lawful business or activity permitted under the laws of the United States, and the State of Florida.
8. The name and street address of the Florida registered agent is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.
9. The name and business address of the directors of the Corporation are Pierre-Michel Delpeuch, 36 Rue De Brie 94520 Mandres Les



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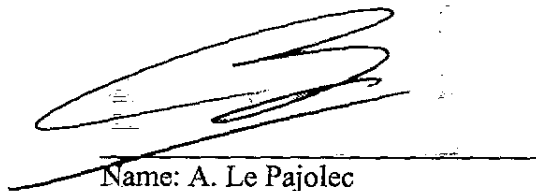
03 JAN 21 PM 2:  
U.S. DISTRICT COURT  
SOUTHERN DISTRICT OF FLORIDA

Roses, France; Alain Falque, 137 Rue D'Alesia 75014 Paris, France; Aeroports de Paris -  
ETS Public represented by Christian Cleret, 22 Avenue du Bel Air 75012, Paris, France;  
Denys Bourguignat, 22 Ave des Marronniers 78150, Le Chesnay, France; Jean-Paul  
Olivier, 19 Rue de la Butte Aux Cailles 75013, Paris, France; Dominique Pannier, 7/9  
Rue Lazare Hoche 92100 Boulogne Billancourt, France; and Philippe Delaplace, 35 Ave  
Pierre Curie 91210 Draveil, France.

10. The name and business addresses of the officers of the Corporation are  
Pierre-Michel Delpeuch, Chairman, 36 rue de Brie, 94520, Mandres Les Roses, France;  
Alain Le Pajolec, Managing Director, 2 avenue Jeancourt Galignani, 91450, Etolles,  
France; Pascal Roger, Administrative and Financial Manager, 23 Grande Rue 91490,  
Moigny Sur Ecole, France.

11. Attached is a certificate of existence duly authenticated by the Court  
Clerk's Office at the Trade Court of Creteil, France which has been translated pursuant to  
Section 607.1503(2).

IN WITNESS WHEREOF, the undersigned officer has executed the foregoing  
Application for Authority this 14th day of January, 2003.



Name: A. Le Pajolec

Title: Managing Director

ADP International Engineering, Inc.

been named as registered agent and to accept service of process for the above-  
corporation at the place designated in these Articles of Incorporation, 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 relating to the proper and complete  
performance of my duties, and I am familiar with and accept the obligations of my  
position as registered agent.

CORPORATION SERVICE COMPANY

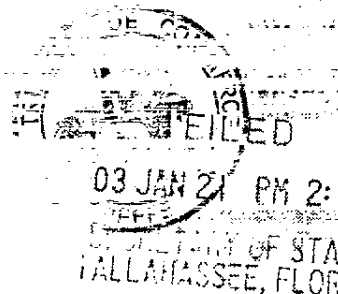
By: Deborah D. Skipper — Deborah D. Skipper  
Asst. V. Pres.

Date: 1-20-2003

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03 JAN 21 PM 2:4

CLERK OF STATE  
TALLAHASSEE, FLORIDA



*Extrait Kbis*

IMMATRICULATION AU REGISTRE DU COMMERCE ET DES SOCIÉTÉS

Extrait au 14 Novembre 2002

**IDENTIFICATION**

Dénomination sociale : **ADP INGENIERIE**  
Numéro d'identification : 431 897 081 R.C.S. CRETEIL  
Numéro de gestion : 2000 B 01616  
Date d'immatriculation : 20 Juin 2000

**RENSEIGNEMENTS RELATIFS A LA PERSONNE**

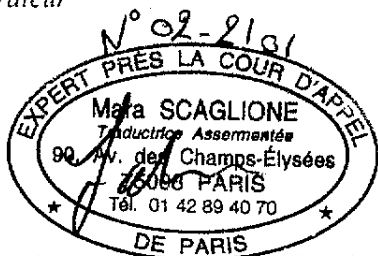
Forme juridique : SOCIÉTÉ ANONYME (SA)  
Au capital de : 4 573 470,00 Euros  
Nom commercial : ADP INTERNATIONAL ENGINEERING - ADPI ARCHITECTS, ENGINEERS, PLANNERS - ADP INGENIERIE ARCHITECTES, INGENIEURS  
Adresse du siège : ZONE SUD BATIMENT 641 AEROPORT D'ORLY - PARC CENTRAL 91200 ATHIS MONS  
Durée de la société : Jusqu'au 20 JUIN 2099  
Date d'arrêt des comptes : 31 Décembre  
Constitution - Dépôt de l'acte constitutif : Au Greffe du Tribunal de Commerce de CRETEIL le 20 Juin 2000 sous le numéro 006087

**ADMINISTRATION**

Président du conseil d'administration et directeur général : Monsieur DELPEUCH Pierre-Michel  
né(e) le 24/01/1958 à BASTIA 20200  
de nationalité Française  
demeurant 36 RUE de Brie 94520 MANDRES LES ROSES

Administrateur : Monsieur FALQUE Alain  
né(e) le 20/05/1942 à ALES 30100  
de nationalité Française  
demeurant 137 RUE d'Alésia 75014 PARIS

Administrateur : AEROPORTS DE PARIS - ETS PUBLIC  
(552 016 628 R.C.S. PARIS)  
291 BLD RASPAIL 75014 PARIS  
représentée par  
Monsieur CLERET CHRISTIAN  
né(e) le 19/10/1952 à PARIS 75012  
de nationalité Française  
DEMEURANT : 22 AVENUE DU BEL AIR 75012 PARIS

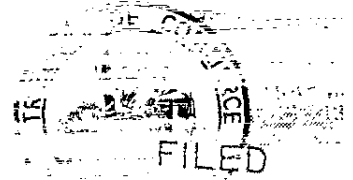


Administrateur : Monsieur BOURGUIGNAT DENYS  
né(e) le 05/05/1949 à VERSAILLES 78000  
de nationalité Française  
demeurant 22 AVE DES MARRONNIERS 78150 LE CHESNAY

Administrateur : Monsieur OLIVIER Jean Paul  
né(e) le 21/05/1943 à TAUVES 63690  
de nationalité Française

Greffier du Tribunal de Commerce de CRETEIL  
19 Ave Gal de Gaulle  
Le Pascal  
94049 CRETEIL CEDEX

431 897 081 R.C.S. CRETEIL  
Nos références : 61  
(2000 B 01616)



*Extrait Kbis*

IMMATRICULATION AU REGISTRE DU COMMERCE ET DES SOCIÉTÉS

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Extrait au 14 Novembre 2002

Extrait délivré à CRETEIL, le 15 novembre 2002 sur 3 page(s)

Le Greffier,

*Fin de l'extrait*



**COURT CLERK'S OFFICE AT THE TRADE COURT OF CRETEIL**

1 Ave Gal de Gaulle  
Le Pascal  
94049 CRETEIL CEDEX

RCS CRETEIL 431 897 081  
Our references : 61  
(2000 B 01616)

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03 JAN 21 PM 2

*Kbis Extract***REGISTRATION WITH THE REGISTER OF TRADE AND COMPANIES**

Extract of : November 14, 2002

CLERK OF ST  
TALLAHASSEE, FLC**IDENTIFICATION**

|                    |                         |
|--------------------|-------------------------|
| COMPANY NAME:      | ADP INGENIERIE          |
| REGISTER NUMBER:   | RCS CRÉTEIL 431 897 081 |
| MANAGEMENT NUMBER: | 2000 B 01616            |
| REGISTRATION DATE: | June 20, 2000           |

**INFORMATION ON THE PERSON**

|                                    |                                                                                                                      |
|------------------------------------|----------------------------------------------------------------------------------------------------------------------|
| LEGAL STATUS:                      | PUBLIC LIMITED COMPANY (SA)                                                                                          |
| WITH A CAPITAL OF:                 | 4 573 470 Euros                                                                                                      |
| TRADE NAME:                        | ADP INTERNATIONAL ENGINEERING – ADPI ARCHITECTS,<br>ENGINEERS, PLANNERS – ADP INGENIERIE, ARCHITECTES,<br>INGENIEURS |
| ADDRESS OF THE HEAD OFFICE:        | ZONE SUD BATIMENT 641 AEROPORT D'ORLY – PARC<br>CENTRAL 91200 ATHIS MONS                                             |
| DURATION OF THE COMPANY:           | up to JUNE 20, 2099                                                                                                  |
| ACCOUNTS ARE CLOSED EACH YEAR ON : | December 31                                                                                                          |
| INCORPORATION:                     | DEED FILED ON 20 JUNE 2000 NUMBER 006087 AT<br>THE COURT CLERK'S OFFICE OF THE TRADE<br>COURT OF CRETEIL             |

**ADMINISTRATION**

|                                                               |                                                                                                                                                                                                                                                   |
|---------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| CHAIRMAN OF THE BOARD OF DIRECTORS<br>AND MANAGING DIRECTOR : | Mr DELPEUCH Pierre-Michel<br>Born on JANUARY 24, 1958 in BASTIA 20200<br>French nationality<br>Residing: 36 RUE DE BRIC 94520 MANDRES LES ROSES                                                                                                   |
| DIRECTOR                                                      | Mr FALQUE Alain<br>Born on May 20, 1942 in ALES 30100<br>French nationality<br>Residing: 137 RUE D'ALESIA 75014 PARIS                                                                                                                             |
| DIRECTOR                                                      | AEROPORTS DE PARIS – ETS PUBLIC<br>(RCS PARIS 552 016 628)<br>291 BLD RASPAIL 75014 PARIS<br>represented by<br>Mr CLERET Christian<br>Born on October 19, 1952 in PARIS 75012<br>French nationality<br>Residing: 22 AVENUE DU BEL AIR 75012 PARIS |
| DIRECTOR                                                      | MR BOURGUIGNAT Denys<br>Born on May 5, 1949 in VERSAILLES 78000<br>French nationality<br>Residing: 22 AVE DES MARRONIERS 78150 LE CHESNAY                                                                                                         |
| DIRECTOR                                                      | Mr OLIVIER Jean-Paul<br>Born on May 21, 1943 in TAUVES 63690<br>French nationality                                                                                                                                                                |





**COURT CLERK'S OFFICE AT THE TRADE COURT OF CRETEIL**

1 Ave Gal de Gaulle  
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94049 CRETEIL CEDEX

RCS CRETEIL 431 897 081  
Our references : 61  
(2000 B 01616)

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*Kbis Extract***REGISTRATION WITH THE REGISTER OF TRADE AND COMPANIES**

Extract of : November 14, 2002

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

|                 |                                                                                                                                                                                                                         |
|-----------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| DIRECTOR        | Residing: 19 RUE DE LA BUTTE AUX CAILLES 75013 PARIS<br>Mr PANNIER Dominique<br>Born on MARCH 13, 1954 in NEUILLY SUR SEINE 92200<br>French nationality<br>Residing: 7/9 RUE LAZARE HOCHE 92100 BOULOGNE<br>BILLANCOURT |
| DIRECTOR        | MR DELAPLACE Philippe<br>Born on March 4, 1961 in LILLE 59000<br>French nationality<br>Residing: 35 AVE PIERRE CURIE 91210 DRAVEIL                                                                                      |
| CHIEF AUDITOR:  | FM RICHARD ET ASSOCIES<br>(RCS PARIS 315 633 578)<br>5 AVE BERTIE ALBRECHT 75008 PARIS                                                                                                                                  |
| DEPUTY AUDITOR: | PIERRE-HENRI SCACCHI ET ASSOCIES (CABINET<br>SCACCHI)<br>(RCS PARIS 408 272 375)<br>23 RUE D'ANJOU 75008 PARIS                                                                                                          |

**INFORMATION ON THE BUSINESS ACTIVITY**

|                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|-----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| ORIGIN OF THE COMPANY:      | THIS COMPANY IS BEING INCORPORATED                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| ORIGIN OF THE FUNDS:        | CREATION OF A BUSINESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| BUSINESS ACTIVITY:          | THE OBJECT OF THE COMPANY IS TO PERFORM<br>ENGINEERING SERVICES FOR AIRPORTS AND OTHER<br>LARGESCALE PUBLIC FACILITIES. WITHIN THIS<br>FRAMEWORK, THE PRIMARY ACTIVITY OF THE<br>COMPANY, IN FRANCE OR ABROAD, IS TO PROVIDE<br>DESIGN, PROJECT MANAGEMENT AND SUPERVISION<br>SERVICES, AS PRIME CONSULTANT OR CLIENT'S<br>REPRESENTATIVE, FOR ALL OR PART OF THE<br>INFRASTRUCTURE AND/OR FACILITIES FOR AIRPORTS<br>AS WELL AS FOR NON AIRPORT-RELATED PROJECTS<br>INSOFAR AS, ON THE ONE HAND, THE LATTER INVOLVE<br>BUILDINGS OR COMPLEXES WHOSE TECHNICAL<br>ASPECTS ARE SIMILAR IN NATURE TO AIRPORT<br>FACILITIES AND, ON THE OTHER HAND, THEIR<br>REALIZATION CONTRIBUTES TO THE ENHANCEMENT<br>AND DEVELOPMENT OF THE COMPANY'S EXPERTISE ;<br>AND IN GENERAL TO PROVIDE CONSULTANT AND<br>EXPERT SERVICES IN TECHNICAL, FINANCIAL,<br>INDUSTRIAL AND BUSINESS MATTERS RELATED TO THE<br>OBJECT OF THE COMPANY. |
| ADDRESS OF THE MAIN OFFICE: | ZONE SUD BATIMENT 641 AEROPORT D'ORLY - PARC<br>CENTRAL 91200 ATHIS MONS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| START OF THE ACTIVITY:      | JUNE 9, 2000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| METHOD OF OPERATING:        | Direct Operating                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |



COURT CLERK'S OFFICE AT THE TRADE COURT OF CRETEIL  
1 AV. GAL DE GAULLE  
LE PASCAL  
94049 CRETEIL CEDEX

RCS CRETEIL 431 897 081  
Our references : 61  
(2000 B 01616)

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*Kbis Extract*

REGISTRATION WITH THE REGISTER OF TRADE AND COMPANIES  
Extract of : 14 November 2002

COURT OF STATE  
TALLAHASSEE, FLORIDA

EXTRACT ISSUED IN CRETEIL ON 15 November 2002 ON 3 PAGES.

THE CLERK OF THE COURT,

===== END OF THE EXTRACT =====

PAGE 3



Certifié conforme à l'original  
N° d'inscription : 02-2101  
Écrit en langue : Française  
Fait le : 23-12-2002