

Amend
Theris
7-13-10



DATE: July 12, 2010
 SUBJECT: Letter Number 510A00015510
 Ref Number F00000003055
 WO#: 75.09
 COPIES TO:

TRANSMITTAL FORM

ADDRESS: Amendment Section
 Division of Corporations
 Clifton Bldg.
 2661 Executive Center Circle
 Tallahassee, FL 32301

ATTENTION: Thelma Lewis

THE FOLLOWING ITEMS ARE:

- | | | |
|--|--|---|
| <input type="checkbox"/> REQUESTED | <input type="checkbox"/> REPORT | <input type="checkbox"/> COST ESTIMATE |
| <input checked="" type="checkbox"/> ENCLOSED | <input type="checkbox"/> TEST RESULT | <input type="checkbox"/> CHECK PRINT |
| <input type="checkbox"/> SENT SEPARATELY | <input type="checkbox"/> SPECIFICATION | <input type="checkbox"/> PROGRESS EST. |
| | | <input type="checkbox"/> CALCULATIONS |
| | | <input checked="" type="checkbox"/> OTHER |

VIA: Overnight Mail

NO. OF COPIES	DESCRIPTION
1	Copy of your letter dated June 23, 2010
2	Completed Profit Corporation Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida
2	Certificates of Good Standing issued by the State of Delaware
2	Certificates of Conversion issued by the State of Delaware
2	Certificates of Incorporation issued by the State of Delaware

THESE DATA ARE SUBMITTED:

- | | | |
|---|---|---|
| <input checked="" type="checkbox"/> AT YOUR REQUEST | <input checked="" type="checkbox"/> FOR YOUR REVIEW | <input type="checkbox"/> FOR YOUR FILES |
| <input checked="" type="checkbox"/> FOR YOUR APPROVAL | <input checked="" type="checkbox"/> FOR YOUR ACTION | <input type="checkbox"/> FOR YOUR INFORMATION |

GENERAL REMARKS: Per your letter, I have included certified copies of the supporting documents from our firm's new state of incorporation, Delaware. If any questions, please feel free to contact me at 714-593-5299.

Sincerely,

CAROLLO ENGINEERS, INC.

By: Debbie Richie

Enclosures

RECEIVED
 2010 JUL 13 AM 8:00
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Carollo Engineers, A Professional Corporation
Name of Corporation

DOCUMENT NUMBER: F00000003055

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Debbie Richie
Name of Contact Person

Carollo Engineers
Firm/Company

10540 Talbert Ave., Ste. 200 East
Address

Fountain Valley, CA 92708
City/State and Zip Code

driche@carollo.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Debbie Richie at (714) 593-5299
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35.00 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 23, 2010

DEBBIE RICHIE
CAROLLO ENGINEERS
10540 TALBERT AVENUE, SUITE 200 EAST
FOUNTAIN VALLEY, CA 92208

RECEIVED
JUN 28 2010
RMO

SUBJECT: CAROLLO ENGINEERS, A PROFESSIONAL CORPORATION
Ref. Number: F00000003055

We have received your document for CAROLLO ENGINEERS, A PROFESSIONAL CORPORATION and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A foreign corporation qualified in Florida that changes its jurisdiction from one state to another must submit an original certified copy of supporting documents from the new state of incorporation evidencing the redomestication issued within the past 90 days.

If there is no supporting documents of the redomestication, the corporation must file the withdrawal application under the current name.

Attached are the forms and instructions to register a new foreign profit corporation under the new name and state of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 510A00015510

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)

F00000003055

(Document number of corporation (if known))

1. Carollo Engineers, A Professional Corporation
(Name of corporation as it appears on the records of the Department of State)

2. Arizona
(Incorporated under laws of)

3. May 25, 2000
(Date authorized to do business in Florida)

FILED
2000 JUL 13 P 12:43
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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? May 13, 2010

5. Carollo Engineers, 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)

N/A
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

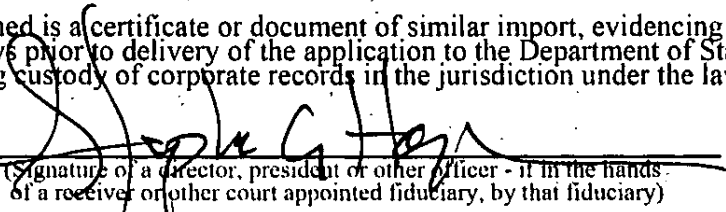
6. If the amendment changes the period of duration, indicate new period of duration.

N/A
(New duration)

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

Delaware
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Stephen G. Hough
(Typed or printed name of person signing)

Vice President
(Title of person signing)

Delaware

PAGE 1

The First State


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF AN ARIZONA CORPORATION UNDER THE NAME OF "CAROLLO ENGINEERS, A PROFESSIONAL CORPORATION" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "CAROLLO ENGINEERS, A PROFESSIONAL CORPORATION" TO "CAROLLO ENGINEERS, INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF MAY, A.D. 2010, AT 4:31 O'CLOCK P.M.



4823169 8100V

100726734

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8102507

DATE: 07-08-10

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:07 PM 05/13/2010
FILED 04:31 PM 05/13/2010
SRV 100507008 - 4823169 FILE

STATE OF DELAWARE CERTIFICATE OF CONVERSION FROM A NON-
DELAWARE CORPORATION TO A DELAWARE CORPORATION
PURSUANT TO SECTION 265 OF THE DELAWARE GENERAL
CORPORATION LAW

1. The jurisdiction where the Non-Delaware Corporation first formed is Arizona/
2. The jurisdiction immediately prior to filing this Certificate is Arizona.
3. The date the Non-Delaware Corporation first formed is December 12, 1997.
4. The name of the Non-Delaware Corporation immediately prior to filing this Certificate is Carollo Engineers, a Professional Corporation
5. The name of the Corporation as set forth in the Certificate of Incorporation is Carollo Engineers, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Non-Delaware Corporation have executed this Certificate on the 13th day of May, 2010.

By: _____

Name: Gary C. Deis

Title: Chief Executive Officer