

F000000 04655

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: HEILIT+WOERNER BAU-AG
(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:

TED MADSON
(Name of Person)
DOUGLAS ASPHALT COMPANY
(Firm/Company)
P.O. BOX 2320
(Address)
DOUGLAS, GA. 31534
(City/State/Zip)

00 AUG 16 PM 3:59
DIVISION OF CORPORATIONS
QUALIFICATION/TAX LIEN SECTION

Should you need to call someone concerning this matter, please call: 400003359984--2

-08/17/00--01003--003
*****87.50 *****87.50

TED MADSON at (912) 384-8114
(Name of Person) (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

**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. HEILIT+WOERNER BAU-AG A CORPORATION INCORPORATED IN GERMANY
(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. GERMANY 3. N.A.
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1897 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. P.O. BOX 86 06 80
81633 MUNICH, GERMANY
(Current mailing address)

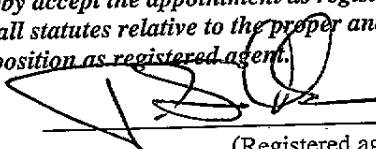
8. ALL FIELDS OF CONSTRUCTION AND CIVIL ENGINEERING
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

Name: T.S. MADSON II, ESQUIRE
Office Address: 3401 SOUTHEAST HAWTHORNE RD.
GAINESVILLE, Florida, 32609
(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.


(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.
SEE ADDENDUM No. : 1

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: ALEXANDER VON WILCKEN

Address: KLAUSENBURGER STR. 9

81677 MUNICH, GERMANY

Vice Chairman: ROBERT ENGLMANN

Address: KLAUSENBURGER STR. 9

81677 MUNICH, GERMANY

Director: FRITZ LOBNIK

Address: KLAUSENBURGER STR. 9

81677 MUNICH, GERMANY

Director: PETER KASPAR

Address: KLAUSENBURGER STR. 9

81677 MUNICH, GERMANY

00 AUG 16 PM 3:59
ST. ROBERT OF BAVARIA
MUNICH, GERMANY

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

President: WILHELM FRITSCHER

Address: KLAUSENBURGER STR. 9

81677 MUNICH, GERMANY

Vice President: MATTHIAS RHEINLÄNDER

Address: KLAUSENBURGER STR. 9

81677 MUNICH, GERMANY

Secretary: EVI RIENER

Address: KLAUSENBURGER STR. 9

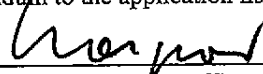
81677 MUNICH, GERMANY

Treasurer: ASKAN HERTWIG

Address: KLAUSENBURGER STR. 9

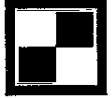
81677 MUNICH, GERMANY

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. Peter Kaspar, Director International Division
(Typed or printed name and capacity of person signing application)

Addendum No.1



HEILIT+WOERNER BAU-AG

Please note the following regarding item no. 11 of the „Application by Foreign Corporation for Authorization to transact Business in Florida :

Since there is no „Certificate of Existence“ in Germany, we herewith attach a copy of the commercial register issued by the court of Munich, Germany.

FILED
SECTION OF STATE
DIVISION OF CORPORATIONS
00 AUG 16 PM 3:59

HR B 41011

Nr. der intra-jung	a) Firma b) Sitz c) Gegenstand des Unternehmens	Grund- oder Stammkapital DM	Vorstand Persönlich haltende Geschäftsführer Abwickler	Rechtsverhältnisse	a) Tag der Eintragung und Untersc b) Bemerkungen
1	2	3	4	6	7
	(AG Dortmund HRB 2283)			REGISTRAR OF STATE DIVISION OF CORPORATIONS 005AUG 16 PM 3:59	
	9) Dresden: Niederlassung Dresden SF- und Hochbau (AG Dresden HRB 8607)				
	10) Dresden: Zweigniederlassung Dresden Tiefbau (AG Dresden HRB 12780)				
	11) Dresden: Niederlassung Dresden Verkehrswegebau (AG Dresden HRB 12674)				
	12) Duisburg: Zweigniederlassung Duisburg SF-, Hoch- und Ingenieurbau (AG Duisburg 5688)				
	13) Düsseldorf: Niederlassung Düsseldorf SF-, Hoch- und Ingenieurbau (AG Düsseldorf HRB 58)				
	14) Düsseldorf: Zweigniederlassung Düsseldorf Ingenieurbau (AG Düsseldorf HRB 32730)				
	15) Düsseldorf: Niederlassung Düsseldorf Verkehrswegebau (AG Düsseldorf HRB 32754)				
	16) Düsseldorf: Zweigniederlassung Düsseldorf SF- und Hochbau (AG Düsseldorf HRB 32755)				
	17) Erfurt: Zweigniederlassung Erfurt Verkehrswegebau (AG Erfurt HRB 5890)				
	18) Erfurt: Zweigniederlassung Erfurt SF-, Hoch- und Ingenieurbau (AG Erfurt HRB 7420)				

9	8	7	6	5	4	3	2	1	0	9	8	7	6	5	4	3	2	1	0	9	8	7	6	5	4	3	2	1	0
---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---

Blatt 2

HR B 41011

Nr. der intra-jung	a) Firma b) Sitz c) Gegenstand des Unternehmens	Grund- oder Stammkapital DM	Vorstand Persönlich haltende Gesellschafter Abwickler	Rechtsverhältnisse	a) Tag der Eintrag und Unterschrift b) Bemerkungen
--------------------	---	-----------------------------	--	--------------------	--

1	2	3	4	6	7
---	---	---	---	---	---

19) Frankfurt am Main:
Niederlassung Frankfurt
SF-, Hoch- und Ingenieurbau
(AG Frankfurt/Main HRB 7824)

20) Frankfurt am Main:
Zweigniederlassung Frankfurt
Verkehrsgebäude
(AG Frankfurt/Main HRB 40961)

21) Groß Gairow:
Zweigniederlassung Cottbus
SF-, Hoch- und Ingenieurbau
(AG Cottbus HRB 2800)

22) Hamburg:
Niederlassung Hamburg
(AG Hamburg HRB 5453)

23) Hamburg:
Zweigniederlassung Hamburg
SF-, Hoch- und Ingenieurbau
(AG Hamburg HRB 61323)

24) Hamburg:
Zweigniederlassung Hamburg
Verkehrsgebäude
(AG Hamburg HRB 61556)

25) Kassel:
Zweigniederlassung Kassel
Verkehrsgebäude
(AG Kassel HRB 2251)

26) Köln:
Niederlassung Köln,
SF-, Hoch- und Ingenieurbau
(AG Köln 22120)

27) Köln:
Zweigniederlassung Köln
Verkehrsgebäude
(AG Köln 26955)

28) Leipzig:
Niederlassung Leipzig
SF-, Hoch- und Ingenieurbau
(AG Leipzig HRB 2765)

SECRETARY OF STATE
DIVISION OF CORPORATIONS
90 AUG 16 PM 3:59

HR B 41011

Nr. der Eintragung	a) Firma b) Sitz c) Gegenstand des Unternehmens	Grund- oder Stammkapital DM	Vorstand Persönlich haftende Gesellschafter Geschäftsführer Abwickler	Prokura	Rechtsverhältnisse	a) Tag der Eintragung und Unterschrift b) Bemerkungen
1	2	3	4	5	6	7
	29) Leipzig: Zweigniederlassung Leipzig Tief- und Ingenieurbau (AG Leipzig HRB 11780)					
	30) Leipzig: Zweigniederlassung Leipzig Verkehrsgebäude (AG Leipzig HRB 11507)					
	31) Magdeburg: Zweigniederlassung Magdeburg Verkehrsgebäude (AG Magdeburg HRB 8863)					
	32) München: Niederlassung München SF-, Hoch- und Ingenieurbau (AG München 63203)					
	33) München: Niederlassung Ausland (AG München HRB 77585)					
	34) München: Niederlassung Schlüsselfertigbau Inland/Ausland (AG München HRB 92804)					
	35) München: Zweigniederlassung München Tiefbau (AG München HRB 111701)					
	36) München: Zweigniederlassung München SF-Bau (AG München HRB 111702)					
	37) München: Zweigniederlassung München Hoch- und Industriebau (AG München HRB 111703)					
	38) München: Zweigniederlassung München Bauertätigkeit (AG München HRB 111704)					
	39) München: Niederlassung München Verkehrsgebäude					

Nr. der Eintragung	a) Firma b) Sitz c) Gegenstand des Unternehmens	Grund- oder Stammkapital DM	Vorstand Persönlich haftende Gesellschafter Geschäftsführer Abwickler	Prokura	Rechtsverhältnisse	a) Tag der Eintragung und Unterschrift b) Bemerkungen
1	2	3	4	5	6	7
	(AG München HRB 111705) 40) Potsdam: Zweigniederlassung Potsdam SF-, Hoch- und Ingenieurbau (AG Potsdam HRB 1272) 41) Potsdam: Zweigniederlassung Potsdam Verkehrswegebau (AG Potsdam HRB 10095) 42) Rostock: Zweigniederlassung Rostock SF-, Hoch- und Ingenieurbau (AG Rostock HRB 3007) 43) Rostock: Zweigniederlassung Rostock Verkehrswegebau (AG Rostock HRB 6610) 44) Stuttgart: Zweigniederlassung Stuttgart (AG Stuttgart HRB 561)					
	c) Betätigung auf allen Gebieten des Bauesens					
102	a) Die Firma der Zweigniederlassung München Bauverwaltung (ZwMdl. Nr. 38) ist geändert in Heilit + Woerner Bau-AG Zweigniederlassung München SF-Bau und Bauverwaltung (AG München HRB 111704)		Schick Ludwig, Diplom-Ingenieur in Schäftlarn	Prokura erloschen: 8) Schick Ludwig. Prokura geändert: 5) Englmann Robert. Nun: Prokura zusammen mit einem Vorstandsmitglied oder einem anderen Prokuristen: 5) Englmann Robert, Egling. Prokura zusammen mit einem	Zum Vorstandsmitglied ist bestellt: Schick Ludwig, Diplom-Ingenieur in Schäftlarn.	a) 17.2.1998 Ranz 12-7

HR B

41011

Nr. der Intragung	a) Firma b) Sitz c) Gegenstand des Unternehmens	Grund- oder Stammkapital DM	Vorstand Persönlich haftende Gesellschafter Geschäftsführer Abwickler	Prokura	Rechtsverhältnisse	a) Tag der Eintragung und Unterschrift b) Bemerkungen
1	2	3	4	5	6	7
				Vorstandsmitglied oder einem anderen Prokuristen beschränkt auf die Hauptniederlassung: 9) Plattner Peter, München.		
103				Prokura erloschen: 4) Pfeffer Jürgen.		a) 6.4.1998 Ranz <u>127</u>
104	b) Eine weitere Zweigniederlassung ist errichtet in: 45) Gerbrunn unter der Firma HEILIT + Voerner Bau-AG Zweigniederlassung Würzburg Verkehrsgebäude (AG Würzburg HRB 6188)				Die Zweigniederlassung 36) München SF-Bau (AG München HRB 111702) ist aufgehoben.	a) 15.5.1998 Ranz <u>127</u>
105	b) Eine weitere Zweigniederlassung ist errichtet in: 46) Lichtenhane unter der Firma HEILIT + VOERNER Bau-AG Zweigniederlassung Zwickau Verkehrsgebäude (AG Chemnitz, HRB 15636)					a) 22.6.1998 Ranz <u>127</u>

Nr. der Intra- jung	a) Firma b) Sitz c) Gegenstand des Unternehmens	Grund- oder Stammkapital DM	Vorstand Persönlich haltende Gesellschafter Geschäftsführer Abwickler	Prokura	Rechtsverhältnisse	a) Tag der Eintra- und Unterschr b) Bemerkungen
1	2	3	4	5	6	7
106			Dipl.-Ing. Settele Gottfried, Bauingenieur in Grassau	Prokura zusammen mit einem Vorstandsmitglied oder einem anderen Prokuristen beschränkt auf die Hauptniederlassung: 10) Behret Ingo, München.	Dr. Ing. Zimmermann Josef ist nicht mehr Vorstandsmitglied. Zum Vorstandsmitglied ist bestellt: Dipl.-Ing. Settele Gottfried, Bauingenieur in Grassau.	a) 8.12.1998 Ranz
107				Prokura zusammen mit einem Vorstandsmitglied oder einem anderen Prokuristen beschränkt auf die Hauptniederlassung: 11) Kirchner Volfgang, Endlhausen, geb. 17.12.1940.	Wiedemann Hartmut Ernst ist nicht mehr Vorstandsmitglied	a) 10.3.1999 Ranz
108				Prokura geändert: Englmann Robert. Nun: Prokura zusammen mit einem Vorstandsmitglied oder einem anderen Prokuristen mit der Befugnis zur Veränderung und Belastung von Grundstücken: 5) Englmann Robert, Egling, geb. 27.01.1954. Prokura geändert: Behret Ingo. Nun: Prokura zusammen mit einem Vorstandsmitglied oder einem anderen Prokuristen 10) Behret Ingo, München, geb. 05.02.1958.		a) 28.9.1999 Ranz
RS 103: Karteikart Handelsregister Abteilung 8 (3.50)						

Nr. der Intragung	a) Firma b) Sitz c) Gegenstand des Unternehmens	Grund- oder Stammkapital DM	Vorstand Persönlich haftende Gesellschafter Abwickler	Prokura	Rechtsverhältnisse	a) Tag der Eintragung und Unterschrift b) Bemerkungen
1	1 2	3	4	5	6	7
109	b) 20) Hellit + Woerner Bau-AG Niederlassung Frankfurt Verkehrsgebäude (AG Frankfurt am Main, HRB 40961)				Die Zweigniederlassung in Duisburg (AG Duisburg, HRB 5688) ist aufgehoben. Die Zweigniederlassung Nr. 20) Hellit + Woerner Bau-AG Zweigniederlassung Frankfurt Verkehrsgebäude ist geändert.	a) 19.11.1999 Ranz 127
110		50.000.000 EUR			Die Hauptversammlung vom 25. Juni 1999 hat die Umstellung auf Euro und die Erhöhung des Grundkapitals um 11.269.640 EUR auf 50.000.000 EUR und die entsprechende Änderung der Satzung beschlossen. Es handelt sich um eine Kapitalerhöhung aus Gesellschaftsmitteln. Ferner wurde geändert: §§ 7 (Zusammensetzung des Aufsichtsrats), 11 (Vergütung des Aufsichtsrats), 14 (Stimmrecht) und 17 (Jahresabschluss und Lagebericht).	a) 19.11.1999 Ranz 127 b) Beschluss BI 1826 SB Neue Satzung BI 1827 SB
111	b) Eine weitere Zweigniederlassung ist errichtet in: 47) München unter der Firma Hellit + Woerner Bau-AG Zweigniederlassung München Schlüsselfertigbau (AG München, HRB 128301)				Die Zweigniederlassung 44) Stuttgart (AG Stuttgart, HRB 561) ist aufgehoben. Dillinger Jürgen ist nicht mehr Vorstandsmitglied.	a) 9.2.2000 Ranz 127
112				Prokura erloschen: 2) Jelic Zeljko.		a) 6.7.2000 Ranz 127



DIE ÜBEREINSTIMMUNG DIESER PHOTOKOPIE MIT DEM HANDELSREGISTER WIRD
BEGLAUBIGT:
Retinterstreichungen erscheinen in der Photokopie schwarz, aus
phototechnischen Gründen nur undeutlich oder überhaupt nicht.

Amtsgericht - Registergericht - München, den 18. Juli 00

Mm

Urundsbeamter der Geschäftsstelle

Krasel
Justizangestellte



Certified Translation from the German Language

Commercial Register
HRB 41011

HEILIT + WOERNER
Bau AG

Munich this 10th day of August 2000
Duly registered, commissioned and sworn translator
For the German Language

Local Court of Munich (Amtsgericht München)							HRB 41 011
Entry No.	a) Name of the Company b) Seat c) Objects of the Company	Nominal capital DM	Executive Board General Partners Managing Director(s) Liquidator(s)	Procuration	Legal Relations	a) Date of Entry and Signature b) Remarks	
1	2	3	4	5	6	7	
101	a) Heilit + Woerner Bau-AG b) Munich Branches are established, each under the name of the head office supplemented by the additions indicated, in: 1) Altdorf: Northern Bavaria Sub-Branch Transportation Infrastructure (Court of Bamberg HRB 2228) 2) Augsburg: Augsburg Branch (Court of Augsburg 6401) 3) Berlin: Berlin-Brandenburg Branch Turnkey Construction, Building and Civil Engineering (Court of Charlottenburg 1329) 4) Berlin: Berlin-Brandenburg Sub-Branch Building and Civil Engineering (Court of Charlottenburg 58735)	75.750.000	<u>Dillinger Jürgen,</u> <u>graduate economist,</u> <u>Munich</u> von Wilcken Alexander, Civil Engineer, Monheim <u>Wiedenmann Hartmut</u> <u>Ernst, Civil Engineer,</u> <u>Cologne</u> <u>Dr. Ing. Zimmermann</u> <u>Josef, Civil Engineer,</u> <u>Münster</u>	Power of procuration together with a member of the Executive Board or another person holding power of procurement: 1) Herzog Otto-Ludwig, Augsburg; 2) <u>Jelic Zejko, München;</u> 3) Metzmeier Rudolf, Munich; 4) <u>Pfeffer Jürgen, München;</u> Power of procuration together with a member of the Executive Board or another person holding power of procuration, limited to the head office: 5) <u>Englmann Robert, Eglting;</u> 6) <u>Hertwig Askan, München;</u> 7) <u>Kaspar Peter, Sauerlach;</u> 8) <u>Schick Ludwig, Hohenschäftlarn.</u>	Public Limited Company (Aktiengesellschaft). The Statutes were stated on 16 March 1897 and 08 April 1897. They were altered for the last time by resolution of the general shareholders meeting of 03 July 1995. The company is represented either by two members of the Executive Board jointly or one member of the Executive Board together with a person holding power of procuration. The following companies have been merged with the company: "Heilit+Woerner Hoch- und Tiefbau GmbH" with its seat in Plattling (Court of Deggendorf HRB 6440) pursuant to the merger contract of 17 August 1992 and the resolution of the general meeting of the transferring company on the same day.	a) 12.05.1997 b) Statutes p. 1492 SB Merger Contracts p. 1311, 1375, 1363, 1372 and 1368 SB Condensation of entries 1 - 99; branch-pages have been established for all branches.	
Local Court of Munich (Amtsgericht München)							HRB 41 011

Entry No.	a) Name of the Company b) Seat c) Objects of the Company	Nominal capital DM	Executive Board General Partners Managing Director(s) Liquidator(s)	Procurator	Legal Relations	a) Date of Entry and Signature b) Remarks
1	2	3	4	5	6	7
	5) Berlin: Berlin-Brandenburg Sub-Branch Turnkey Construction (Court of Charlottenburg 58631) 6) Berlin: Berlin-Brandenburg Sub-Branch Railway Construction (Court of Charlottenburg 58703) 7) Berlin: Berlin-Brandenburg Branch Transportation Infrastructure (Court of Charlottenburg 58740) 8) Dortmund: Dortmund Sub-Branch Transportation Infrastructure (Court of Dortmund HRB 2283) 9) Dresden: Dresden Branch Turnkey Construction and Building (Court of Dresden HRB 8607) 10) Dresden: Dresden Sub-Branch Heavy Civil Engineering (AG Dresden HRB 12780)				"Heilit+Woerner Bau-GmbH, Dresden" with its seat in Dresden (Court of Dresden HRB 788), "Heilit+Woerner Bau-GmbH, Halle" with its seat in Halle (Court of Halle HRB 5263), "Heilit+Woerner Bau-GmbH, Zwickau" with its seat in Zwickau (Court of Chemnitz HRB 5692), "Heilit+Woerner Bau-GmbH, Potsdam" with its seat in Potsdam (Court of Potsdam HRB 4370), pursuant to merger contracts each of 15 July 1993 and resolutions of the transferring companies each of the same day.	
Local Court of Munich (Amtsgericht München)						
						HRB 41 011
Entry No.	a) Name of the Company b) Seat	Nominal capital	Executive Board General Partners	Procurator	Legal Relations	a) Date of Entry and Signature

1	c) Objects of the Company	DM	Managing Director(s) Liquidator(s)	5	6	7	b) Remarks
	2	3	4				
	11) Dresden: Dresden Branch Transportation Infrastructure (AG Dresden HRB 12674)						
	12) Duisburg: Duisburg Sub-Branch Turnkey Construction, Building and Civil Engineering (Court of Duisburg HRB 5088)						
	13) Düsseldorf: Düsseldorf Branch Turnkey Construction, Building and Civil Engineering (Court of Düsseldorf HRB 58)						
	14) Düsseldorf: Düsseldorf Sub-Branch Civil Engineering (Court of Düsseldorf HRB 32730)						
	15) Düsseldorf: Düsseldorf Branch Transportation Infrastructure (Court of Düsseldorf HRB 32754)						

Local Court of Munich (Amtsgericht München)							HRB 41 011
Entry No.	a) Name of the Company b) Seat c) Objects of the Company	Nominal capital DM	Executive Board General Partners Managing Director(s) Liquidator(s)	Procuration	Legal Relations	a) Date of Entry and Signature b) Remarks	
1	2	3	4	5	6	7	
	16) Düsseldorf: Düsseldorf Sub-Branch Turnkey and Building Construction (Court of Düsseldorf HRB 32755) 17) Erfurt: Erfurt Sub-Branch Transportation Infrastructure (Court of Erfurt HRB 5898) 18) Erfurt: Erfurt Sub-Branch Turnkey Construction, Building and Civil Engineering (Court of Erfurt HRB 7420) 19) Frankfurt/Main: Frankfurt Branch Turnkey Construction, Building and Civil Engineering (Court of Frankfurt/Main HRB 7824) 20) Frankfurt/Main: Frankfurt Sub-Branch Transportation Infrastructure (Court of Frankfurt/Main HRB 40961)						

HRB 41 011

Local Court of Munich (Amtsgericht München)

Entry No.	a) Name of the Company b) Seat c) Objects of the Company	Nominal capital DM	Executive Board General Partners Managing Director(s) Liquidator(s)	Procuration	Legal Relations	a) Date of Entry and Signature b) Remarks
1	2	3	4	5	6	7
	21) Groß Gaglow: Cottbus Sub-Branch Turnkey Construction, Building and Civil Engineering (Court of Cottbus HRB 2800)					
	22) Hamburg: Hamburg Branch (Court of Hamburg HRB 5453)					
	23) Hamburg: Hamburg Sub-Branch Turnkey Construction, Building and Civil Engineering (Court of Hamburg HRB 61323)					
	24) Hamburg: Hamburg Sub-Branch Transportation Infrastructure (Court of Hamburg HRB 61556)					
	25) Kassel: Kassel Sub-Branch Transportation Infrastructure (Court of Kassel HRB 2251)					

Local Court of Munich (Amtsgericht München)						HRB 41 011
Entry	a) Name of the Company	Nominal	Executive Board	Procuration	Legal Relations	a) Date of Entry

No.	b) Seat c) Objects of the Company	capital DM	General Partners Managing Director(s) Liquidator(s)	5	6	and Signature b) Remarks
1	2	3	4	5	6	7
	26) Cologne: Cologne Sub-Branch Turnkey Construction, Building and Civil Engineering (Court of Cologne HRB 22120) 27) Cologne: Cologne Sub-Branch Transportation Infrastructure (Court of Cologne HRB 26955) 28) Leipzig: Leipzig Branch Turnkey Construction, Building and Civil Engineering (Court of Leipzig HRB 2765) 29) Leipzig: Leipzig Sub-Branch Civil Engineering (Court of Leipzig HRB 11780) 30) Leipzig: Leipzig Sub-Branch Transportation Infrastructure (Court of Leipzig HRB 11507)					

Local Court of Munich (Amtsgericht München)										HRB 41 011	
Entry No.	a) Name of the Company b) Seat c) Objects of the Company	2	Nominal capital DM	Executive Board General Partners Managing Director(s) Liquidator(s)	4	Procuration	5	Legal Relations	6	a) Date of Entry and Signature b) Remarks	7
1			3								
	31) Magdeburg: Magdeburg Sub-Branch Transportation Infrastructure (Court of Magdeburg HRB 8863)										
	32) Munich: Munich Branch Turnkey Construction, Building and Civil Engineering (Court of Munich HRB 63203)										
	33) Munich: Foreign Branch Foreign Branch; (Court of Munich HRB 77585)										
	34) Munich: Branch Turnkey Construction domestic/foreign (Court of Munich HRB 92804)										
	35) Munich: Munich Sub-Branch Civil Engineering (Court of Munich HRB 111701)										

Local Court of Munich (Amtsgericht München)							HRB 41 011
Entry No.	a) Name of the Company b) Seat c) Objects of the Company	Nominal capital DM	Executive Board General Partners Managing Director(s) Liquidator(s)	Procurement	Legal Relations	a) Date of Entry and Signature b) Remarks	
1	2	3	4	5	6	7	
	36) Munich: <u>Munich Sub-Branch Turnkey Construction</u> (Court of Munich HRB 111702)						
	37) Munich: Munich Sub-Branch Building and Industrial Construction (Court of Munich HRB 111703)						
	38) Munich: <u>Munich Sub-Branch Structural Preservation</u> (court of Munich HRB 111704)						
	39) Munich: Munich Sub-Branch Transportation Infrastructure (Court of Munich HRB 111705)						
	40) Potsdam: Potsdam Sub-Branch Turnkey Construction, Building and Civil Engineering (Court of Potsdam HRB 1272)						

Local Court of Munich (Amtsgericht München)						
HRB 41 011						
Entry No.	a) Name of the Company b) Seat c) Objects of the Company	Nominal capital DM	Executive Board General Partners Managing Director(s) Liquidator(s)	Procurement	Legal Relations	a) Date of Entry and Signature b) Remarks
1	2	3	4	5	6	7
	41) Potsdam: Potsdam Sub-Branch Transportation Infrastructure (Court of Potsdam HRB 10095) 42) Rostock: Rostock Sub-Branch Building and Civil Engineering Transportation Infrastructure (Court of Rostock HRB 3007) 43) Rostock: Rostock Sub-Branch Transportation Infrastructure (Court of Rostock HRB 6610) 44) Stuttgart: Stuttgart Sub-Branch (Court of Stuttgart HRB 561) c) Activities in all areas of civil engineering and construction					

Local Court of Munich (Amtsgericht München)						
HRB 41 011						
Entry No.	a) Name of the Company b) Seat c) Objects of the Company	Nominal capital DM	Executive Board General Partners Managing Director(s) Liquidator(s)	Procurement	Legal Relations	a) Date of Entry and Signature b) Remarks
1	2	3	4	5	6	7
102	a) the name of Munich Sub-Branch Structural Preservation (branch no. 38) has been changed to Heilit + Woerner Sub-Branch Munich Turnkey Construction and Structural Preservation.		Schick Ludwig, Civil Engineer in Schäftlarn	<u>Power of procurement cancelled:</u> 8) <u>Schick Ludwig</u> . <u>Power of procurement amended:</u> 5) <u>Englmann Robert</u> . <u>Now:</u> <u>Power of procurement together with a member of the Executive Board or another person holding power of procurement:</u> 5) <u>Englmann Robert, Egling</u> <u>Power of procurement together with a member of the Executive Board or another person holding power of procurement, limited to the head office:</u> 9) <u>Plattner Peter, Munich</u>	Schick Ludwig, Civil Engineer in Schäftlarn, has been appointed member of the Executive Board.	a) 17.2.1998 (signature) Ranz
103				<u>Power of procurement cancelled:</u> 4) <u>Pfeffer Jürgen</u> .		a) 6.4.1998 (signature) Ranz

Local Court of Munich (Amtsgericht München)						HRB 41 011
Entry No.	a) Name of the Company b) Seat c) Objects of the Company	Nominal capital DM	Executive Board General Partners Managing Director(s) Liquidator(s)	Procurator	Legal Relations	a) Date of Entry and Signature b) Remarks
1	2	3	4	5	6	7
104	b) A further branch has been established in: 45) Gerbrunn under the name Heilit+Woerner Bau-AG Würzburg Sub-Branch Transportation Infrastructure (Court of Würzburg HRB 6188)				<u>The branch 36) Munich Sub-Branch Transportation Infrastructure (Court of Munich HRB111705) has been closed.</u>	a) 15.5.1998 (signature) Ranz
105	b) A further branch has been established in: 46) Lichtentanne under the name Heilit+Woerner Bau-AG Zwickau Sub-Branch Transportation Infrastructure (Court of Chemnitz, HRB 15636)					a) 22.6.1998 (signature) Ranz
106			Dipl. Ing. Settele Gottfried Civil Engineer in Grassau	<u>Power of procurator together with a member of the Executive Board or another person holding power of procurator, limited to the head office:</u> 10) Behret Ingo, Munich	<u>Dr. Ing. Zimmermann is no longer member of the Executive Board.</u> Dipl. Ing. Settele Gottfried, Civil Engineer in Grassau, has been appointed member of the Executive Board.	a) 08.12.1998 (signature) Ranz

Local Court of Munich (Amtsgericht München)						
HRB 41 011						
Entry No.	a) Name of the Company b) Seat c) Objects of the Company	Nominal capital DM	Executive Board General Partners Managing Director(s) Liquidator(s)	Procurator	Legal Relations	a) Date of Entry and Signature b) Remarks
1	2	3	4	5	6	7
107				Power of procurator together with a member of the Executive Board or another person holding power of procurator, limited to the head office: 11) Kirchmaier Wolfgang, Endlhausen born 17.12.1940	<u>Wiedemann Hartmut Ernst is no longer member of the Executive Board.</u>	a) 10.03.99 (signature) Ranz
108				Power of procurator amended: Englmann Robert. Now: Power of procurator together with a member of the Executive Board or another person holding power of procurator, with the power to dispose of and to charge real property. 5) Englmann Robert, Egling, born 27.01.1954 Power of procurator amended: Behret Ingo.		a) 28.09.1999 (signature) Ranz

Local Court of Munich (Amtsgericht München)						
HRB 41 011						
Entry No.	a) Name of the Company b) Seat c) Objects of the Company	Nominal capital DM	Executive Board General Partners Managing Director(s) Liquidator(s)	Procurator	Legal Relations	a) Date of Entry and Signature b) Remarks
1	2	3	4	5	6	7
				Now: Power of procurator together with a member of the Executive Board or another person holding power of procurator. 10) Behret Ingo, München, born 05.02.1958		
109 b) 20)	Heilt-Woerner Bau-AG Frankfurt Branch Transportation Infrastructure (Court of Frankfurt/Main, HRB 40961)				The Sub-Branch in Duisburg (Court of Duisburg, HRB 5638) has been closed. The branch n° 20) Heilt-Woerner Bau-AG Frankfurt Sub-Branch Transportation Infrastructure has been amended.	a) 19.11.1999 (signature) Ranz
110		50.000.000 EUR			The general shareholders meeting of 25 June 1999 has passed resolutions on the conversion to Euro and the increase of the nominal paid up capital by 11.269.640 Euro to 50.000.000 EUR and the corres- ponding amendment of the Statutes. It is an increase of share capital by the company's own funds.	a) 19.11.1999 (signature) Ranz b) Resolution page 1826 SB new statutes page 1827 SB

Local Court of Munich (Amtsgericht München)						HRB 41 011
Entry No.	a) Name of the Company b) Seat c) Objects of the Company	Nominal capital DM	Executive Board General Partners Managing Director(s) Liquidator(s)	Procurator	Legal Relations	a) Date of Entry and Signature b) Remarks
1	2	3	4	5	6	7
111	b) A further branch is established in: 47) Munich under the name Heilit+Woerner Bau-AG Munich Sub-branch Turnkey Construction				The following sections have been altered: §§ 7 (composition of the Supervisory Board), 11 (remuneration of the Supervisory Board), 14 (voting rights) and 17 (Annual Report and Accounts).	
112					The branch 44) Stuttgart (Court of Stuttgart, HR 561) has been closed. Dillinger Jürgen is no longer member of the Executive Board.	a) 09.02.2000 (signature) Ranz
					Power of procurator cancelled: 2) Jelic Zeljko	a) 06.07.2000 (signature) Ranz

This is to certify this photocopy to be a true copy of the commercial register.

Red underlinings appear in black in the photocopy, for phototechnical reasons only blurred or not at all.

Local Court- Court of Register - Munich, 18 July 2000

(signature)

Krasel

Certifying clerk of the Court's Office



This is to certify the overleaf English translation to be a true and complete version of the original German document. Duly registered, commissioned and sworn translator.

Munich this 10th day of August 2000

