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ACCOUNT NO. : 072100000032
 REFERENCE : 765335 7161444
 AUTHORIZATION : *Patricia Pigot*
 COST LIMIT : \$ 1220.00

OKRO

ORDER DATE : July 17, 2000
 ORDER TIME : 4:42 PM
 ORDER NO. : 765335-035
 CUSTOMER NO: 7161444
 CUSTOMER: Mr. David M. Burns
 United Road Services, Inc.
 17 Computer Drive West
 Albany, NY 12205

700003387487--9

FOREIGN FILINGS

NAME: URS MIDWEST, 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: Tamara Odom

RECEIVED
 00 SEP 11 AM 8:55
 FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 TAMARA ODOM

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 00 SEP 11 AM 9:44

Handwritten signature/initials

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.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 11 AM 9:44

1. URS Midwest, Inc.

(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

(State or country under the law of which it is incorporated)

3. 52-2107287

(FEI number, if applicable)

4. 5/22/98

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 12/15/99

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

7. 23163 Cortez Blvd.

Brooksville, Fl 34601

(Current mailing address)

Motor Freight Transportation & Warehousing

8. (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, Florida, 32301
(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.

Corporation Service Company

By: Bonnie H. Gomez, Asish Sed.
(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.

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Gerald R. Riordan is the Sole Director

Address: 17 Computer Drive West

Albany, NY 12205

Director: _____

Address: _____

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

President: Gerald R. Riordan

Address: 17 Computer Drive West

Albany, NY 12205

Vice President: Richard P. McGinn

Address: 17 Computer Drive West

Albany, NY 12205

Secretary: _____

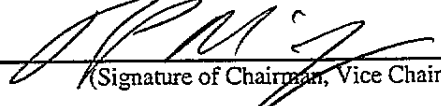
Address: _____

Treasurer: Donald J. Marr

Address: 17 Computer Drive West

Albany, NY 12205

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. Richard P. McGinn Vice President

(Typed or printed name and capacity of person signing application)

STATE OF NEW YORK
DIVISION OF CORPORATIONS
00 SEP 11 AM 9:44

State of Delaware
Office of the Secretary of State

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 11 AM 9:44

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "URS MIDWEST, INC." 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 JULY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0561284

DATE: 07-17-00