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Corporation Guarantee and Trust Company

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October 26, 2000

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*****78.75 *****78.75

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

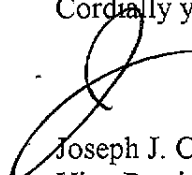
RE: ORTH-RODGERS & ASSOCIATES, INC.

Dear Sir or Madam:

Enclosed is duplicate Application for Authorization of the above company for filing with your office, together with Certificate of Standing and our \$78.75 check to cover filing and Certificate fees.

Please send your usual acknowledgment and receipt to this office when the filing has been completed. Thank you.

Cordially yours,


Joseph J. Collopy
Vice-President

JJC/mag

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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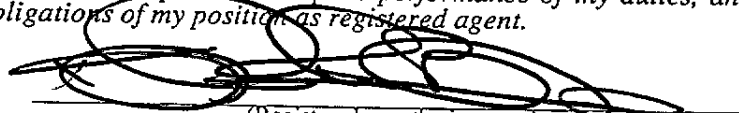
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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. ORTH-RODGERS & ASSOCIATES, 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. PENNSYLVANIA
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. SEPTEMBER 26, 1978
(Date of Incorporation)
5. PERPETUAL
(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. 230 S. BROAD STREET, PHILADELPHIA, PA 19102
(Current mailing address)
8. TRAFFIC AND TRANSPORTATION PLANNING
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box acceptable)
Name: EDWIN F. BLANTON
Office Address: 825 THOMASVILLE ROAD
TALLAHASSEE, Florida, 32303
(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.

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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: ROBERT M. RODGERS

Address: 230 S. BROAD STREET, PHILADELPHIA, PA 19102

Vice Chairman: JEFFREY L. GREENE

Address: 230 S. BROAD STREET, PHILADELPHIA, PA 19102

Director: STEVEN B. BOLT

Address: 230 S. BROAD STREET, PHILADELPHIA, PA 19102

Director:

Address:

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

President: ROBERT M. RODGERS

Address: 230 S. BROAD STREET, PHILADELPHIA, PA 19102

Vice President: JEFFREY L. GREENE

Address: 230 S. BROAD STREET, PHILADELPHIA, PA 19102

VICE PRESIDENT: STEVEN B. BOLT
230 S. BROAD STREET, PHILADELPHIA, PA 19102

Secretary: STEVEN B. BOLT

Address: 230 S. BROAD STREET, PHILADELPHIA, PA 19102

Treasurer: MICHAEL J. RODGERS

Address: 230 S. BROAD STREET, PHILADELPHIA, PA 19102

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Robert M. Rodgers, P.E., President*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. *Robert M. Rodgers, President*
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

FILED

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

OCTOBER 23, 2000

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

ORTH-RODGERS & ASSOCIATES, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of the office
show, as of the date herein.

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TALLAHASSEE FLORIDA



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.

Kim Dingerjull

Secretary of the Commonwealth

JSOW