F01000002211

CT CORPORATION SYSTEM

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Ove Arup & Partners Massachusetts Inc.

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******8.75 ******8.75

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DIVISION OF CORPORATIONS

NOT INCLUDED
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(X) Profit ( ) Nonprofit	( ) Amendment	( ) Merger
(X) Foreign	( ) Dissolution/Withdrawal ( ) Reinstatement	( ) Mark
( ) Limited Partnership ( ) LLC	( ) Annual Report ( ) Name Registration ( ) Fictitious Name	( ) Other ( ) Change of RA ( ) UCC
(X) Certified Copy	( ) Photocopies	( ) CUS
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Order#: 4163635

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Amount: $_____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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TALLAHASSEE, FLORIDA

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. Ove Arup & Partners Massachusetts 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. Massachusetts
(State or country under the law of which it is incorporated)

3. 06-1539147
(FEI number, if applicable)

4. March 8, 1999
(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. 155 Avenue of the Americas
New York, NY 10013
(Current mailing address)

8. Professional Engineering Consultants.
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

C T Corporation System

Connie Bryan

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

(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: _____

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Director: Raymond Crane

Address: 329 South Beach Ave.
Old Greenwich, CT 06870

Director: King Le Chang

Address: 4257 Valley Spring Dr.
West Lake Village, CA 91362

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

President: Mahadev Raman

Address: 35 Debra Drive,
Dayton, NJ 08810

Vice President: _____

Address: _____

Secretary: Michael Somers

Address: Links Cottage, Links Lane, Bradwell
Braintree, Essex England CM7 8SS

Treasurer: _____

Address: _____

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. Raymond Crane - Director
(Typed or printed name and capacity of person signing application)

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

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TALLAHASSEE, FLORIDA

April 23, 2001

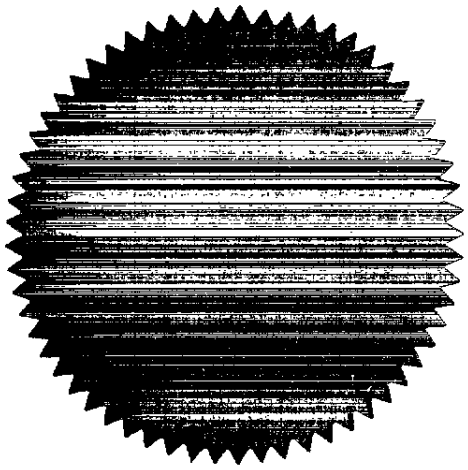
TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office

OVE ARUP & PARTNERS MASSACHUSETTS INC.

is a domestic corporation organized on **March 8, 1999**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.

** MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.