

CT CORPORATION SYSTEM

F01000004588

CORPORATION(S) NAME

MWH Energy & Infrastructure, Inc.

FILED
AUG 29 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-08/29/01--01043--015
*****70.00 *****70.00

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

8/29/01

MS

Order#: 4754699

Ref#: _____

Amount: \$ _____

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01 AUG 29 AM 11:11
DIVISION OF CORPORATION

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

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

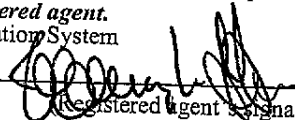
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

1. MWH ENERGY & INFRASTRUCTURE, 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 3. 36-4449902
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. APRIL 18, 2001 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. SEPTEMBER 1, 2001
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 175 W. JACKSON BLVD. - SUITE 1900
CHICAGO, ILLINOIS 60604-2814
(Current mailing address)
8. CONSULTING ENGINEERING SERVICES
(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


(Registered agent signature)

Jeffrey R. Graves
Assistant Secretary

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: _____ SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. FL M. L. M.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. FRANK M. DICKERSON - CHIEF OPERATING OFFICER
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA

MWH ENERGY & INFRASTRUCTURE, INC.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Refaat A. Abdel-Malek- President	c/o MWH Energy & Infrastructure, Inc. 175 W. Jackson Blvd. Suite 1900 Chicago, Illinois 60604-2814
Robert B. Uhler- Chairman of the Board	c/o MWH Global, Inc. 370 Interlocken Blvd. Suite 300 Broomfield, Colorado 80021
Frank M. Dickerson- Senior V.P. & Chief Operating Officer	c/o MWH Energy & Infrastructure, Inc. 175 W. Jackson Blvd. Suite 1900 Chicago, Illinois 60604-2814
Edward F. Carter- Senior V.P.	c/o MWH Energy & Infrastructure, Inc. 175 W. Jackson Blvd. Suite 1900 Chicago, Illinois 60604-2814
James E. Lindell- Senior V.P.	c/o MWH Energy & Infrastructure, Inc. 175 W. Jackson Blvd. Suite 1900 Chicago, Illinois 60604-2814
Murli Tolaney - Director	c/o MWH Global, Inc. 300 N. Lake Ave. Suite 1200 Pasadena, California 91101
Alan J. Krause - Director	c/o MWH Energy & Infrastructure, Inc. 1475 Pine Grove Road, P.O. Box 774018 Steamboat Springs, Colorado 80477
David A. Taggart-Secretary	c/o MWH Global, Inc. 300 N. Lake Ave. Suite 1200 Pasadena, California 91101
David J. D. Harper- Chief Financial Officer	c/o MWH Global, Inc. 300 N. Lake Ave. Suite 1200 Pasadena, California 91101
Daniel McConville- Assistant Secretary	c/o MWH Global, Inc. 300 N. Lake Ave. Suite 1200 Pasadena, California 91101

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MWH ENERGY & INFRASTRUCTURE, 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 TWENTY-SEVENTH DAY OF AUGUST, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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01 AUG 29 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1315511

DATE: 08-27-01