

FOI 0000005948

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: The Sear-Brown Group, Inc.
(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:

Jeffrey P. Stone
(Name of Person)

The Sear-Brown Group, Inc.
(Firm/Company)

300 Meridian Centre, Suite 250
(Address)

Rochester, NY 14618
(City/State and Zip code)

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For further information concerning this matter, please call:

Jeffrey P. Stone at (716) 295-0900
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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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

mta
11/16

**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. The Sear-Brown Group, 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. New York 3. 11-2167170
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 27, 1929 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 300 Meridian Centre, Suite 250
(Principal office address)
Same
(Current mailing address)

8. Consulting Professional 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: C T Corporation System

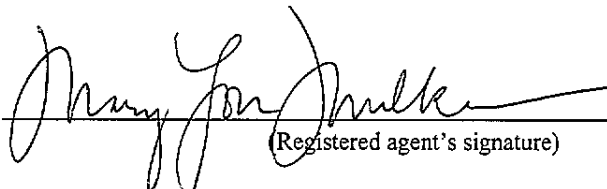
Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

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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) 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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached.

Address: _____

Vice President: _____

Address: _____

Secretary: _____

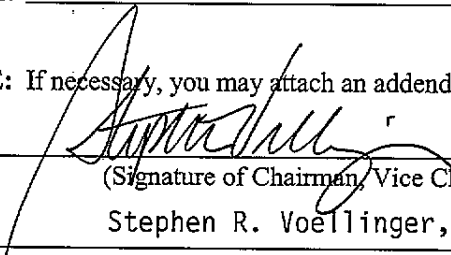
Address: _____

Treasurer: _____

Address: _____

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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. Stephen R. Voellinger, Vice President and Treasurer
(Typed or printed name and capacity of person signing application)

Officers of The Sear- Brown Group, Inc. for 2001:

<u>Name and Work Address</u>	<u>Title</u>
Michael A. Triassi The Sear-Brown Group, Inc. 300 Meridian Centre, Suite 250 Rochester, New York 14623	Chairman, CEO, Executive Vice President and Director
Bradley J. Harmsen The Sear-Brown Group, Inc. 85 Metro Park Rochester, New York 14623	President, COO and Director
Dana P. Woolever The Sear-Brown Group, Inc. 85 Metro Park Rochester, New York 14618	Vice President
Stephen R. Voellinger The Sear-Brown Group, Inc. 300 Meridian Centre, Suite 250 Rochester, New York 14618	Vice President and Treasurer
Jeffrey P. Stone The Sear-Brown Group, Inc. 300 Meridian Centre, Suite 250 Rochester, New York 14618	Secretary
Richard J. Brauer The Sear-Brown Group, Inc. 85 Metro Park Rochester, New York 14623	Assistant Vice President and Director
Marshall C. Hardy, Jr. The Sear-Brown Group, Inc. 85 Metro Park Rochester, New York 14623	Assistant Vice President
Daniel P. Collins The Sear-Brown Group, Inc. 310 East Church Street Elmira, New York 14901-2767	Assistant Vice President and Director

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Directors of The Sear-Brown Group for 2001:

<u>Name and Work Address</u>	<u>Title</u>
Michael A. Triassi The Sear-Brown Group, Inc. 300 Meridian Centre, Suite 250 Rochester, New York 14618	Chairman and CEO
Bradley J. Harmsen The Sear-Brown Group, Inc. 85 Metro Park Rochester, New York 14623	President and COO Director
Richard J. Brauer The Sear-Brown Group, Inc. 85 Metro Park Rochester, New York 14623	Assistant Vice President and Director
Daniel P. Collins The Sear-Brown Group, Inc. 310 East Church Street Elmira, New York 14901-2767	Assistant Vice President and Director
Thomas W. Cimino Capital Formation 387 E. Main Street, Suite 200 Rochester, New York 14604	Outside Director
Susan E. Hartman The Hartman Group 311 Alexander Rochester, New York 14604	Outside Director
George F. T. Yancey, Jr. Capital Formation 387 E. Main Street, Suite 200 Rochester, New York 14604	Outside Director

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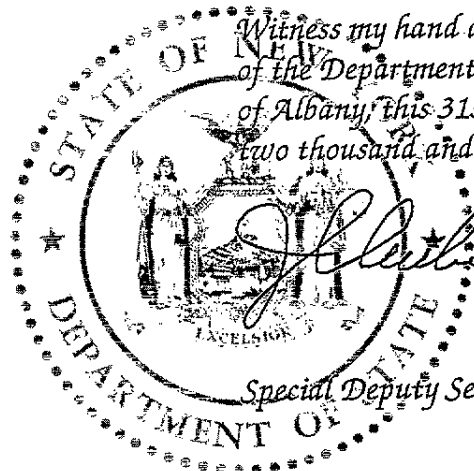
State of New York } ss:
Department of State

I hereby certify, that the Certificate of Incorporation of THE SEAR-BROWN GROUP, INC. was filed on 08/27/1929, under the name of MANHASSET CIVIL ENGINEERS INC., fixing the duration as perpetual, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment MANHASSET CIVIL ENGINEERS INC., changing its name to CHARLES E. WARD INC., was filed 11/15/1968.

A Certificate of Amendment CHARLES E. WARD INC., changing its name to THE SEAR-BROWN GROUP, INC., was filed 03/30/1988.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 31st day of October
two thousand and one.



[Signature]
Special Deputy Secretary of State

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