

CT CORPORATION

F020000001363

CORPORATION(S) NAME

AECOM Merger Corporation

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02 MAR 19 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<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		

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DIVISION OF CORPORATION

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

3/19/02

Order#: 5167550

Ref#: _____ kf

Amount: \$ _____

**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

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1. AECOM Merger Corporation
(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. 75-2988014
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 02/06/2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 07/01/2002
(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. 555 S. Flower St., Ste. 3700, Los Angeles, CA 90071
(Principal office address)
same
(Current mailing address)
8. See Attachment
(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)

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.

By: DAVID I. FARBER
David I. Farber
(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 *SEE ATTACHMENT*

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Joseph Incaudo

Address: 555 S. Flower St., Ste. 3700

Los Angeles, CA 90071

Director: Dennis W. Tons

Address: 555 S. Flower St., Ste. 3700

Los Angeles, CA 90071

B. OFFICERS *SEE ATTACHMENT*

President: Joseph Incaudo

Address: 555 S. Flower St., Ste. 3700

Los Angeles, CA 90071

Vice President: _____

Address: _____

Secretary: Stephanie A. Hunter

Address: 555 S. Flower St., Ste. 3700 Los Angeles, CA 90071

Treasurer: Dennis W. Tons

Address: 555 S. Flower St., Ste. 3700 Los Angeles, CA 90071

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. Joseph A. Incaudo, President

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

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TALLAHASSEE, FLORIDA

Attachment to Florida
Application By Foreign Corporation for Authorization to Transact Business In Florida

Purpose Clause

Provide technical professional services to government agencies and large corporations. Services include consulting and design services and program and construction management, as well as outsourced technical staffing and logistical support services.

Officers & Directors

1. Full Name: Joseph Incaudo
 Officer/Director: Officer, Director
 Officer's Title: President
 Director's Title: Other Director
 Business Address: 555 S. Flower St., Ste. 3700
 City: Los Angeles
 State: CA
 ZIP Code: 90071

2. Full Name: Dennis W. Tons
 Officer/Director: Officer, Director
 Officer's Title: Treasurer
 Director's Title: Other Director
 Business Address: 555 S. Flower St., Ste. 3700
 City: Los Angeles
 State: CA
 ZIP Code: 90071

3. Full Name: Stephanie A. Hunter
 Officer/Director: Officer, Director
 Officer's Title: Secretary
 Director's Title: Other Director
 Business Address: 555 S. Flower St., Ste. 3700
 City: Los Angeles
 State: CA
 ZIP Code: 90071

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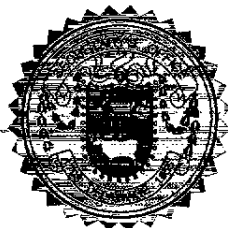
Delaware

The First State

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PAGE

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AECOM MERGER CORPORATION" 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 FOURTH DAY OF MARCH, A.D. 2002.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State