

CT CORPORATION

F02000004265

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02 AUG 21 PM 1:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

CDI Engineering Group, Inc.

400007249364--2

-08/21/02--01009--016

*****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		

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

8/21/02

AAM

Order#: 5535277

Ref#: _____

Amount: \$ _____

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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**

*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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TALLAHASSEE, FLORIDA

1. CDI Engineering 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. Delaware 3. 31-0604734
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 9, 1996 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 1, 2002
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1717 Arch Street, 35th Floor, Philadelphia, PA 19103-2768

(Current mailing address)

8. Design, engineering, sonculting & construction management 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

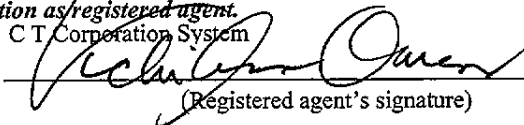
Office Address: 1200 South Pine Island Road

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's signature)

VickiAnn Owens

Special 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 Attached List

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See Attached List

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. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Joseph R. Seiders, Vice President and Secretary

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

Directors & Officers with Business Addresses**CDI Engineering Group, Inc.**Directors

Robert H. Ballou
Robert J. Giorgio

Officers

	<u>Title</u>
Robert J. Giorgio	President
Joseph R. Seiders	Secretary
Arlington A. Nagle Jr.	Treasurer
Richard G. Giannone	Executive Vice President
Timothy P. Collins	Senior Vice President
Walter M. Teesdale	Senior Vice President
William D. Vance	Senior Vice President
Gregory L. Cowan	Vice President
Richard P. Hough	Vice President
Philip S. Luna	Vice President
Joseph V. Sacco	Vice President
Joseph R. Seiders	Vice President
Danny L. O'Dell	Vice President, Engineering
Bill Brett	Vice President, Florida Engineering
James Havas	Vice President, New Jersey Engineering
Lawrence E. Schinzler	Vice President, Kansas Engineering
Danny Vaughn	Vice President, South Carolina Engineering &
	Vice President, Georgia Engineering
Craig H. Lewis	Assistant Secretary

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TALLAHASSEE, FLORIDA

Roger H. Ballou

Business Address: 1717 Arch St., 35th Fl., Philadelphia, PA 19103-2768

Robert J. Giorgio

Business Address: Ten Penn Center, 14th Fl., 1801 Market St., Philadelphia, PA 19103-1670

Joseph R. Seiders

Business Address: 1717 Arch St., 35th Fl., Philadelphia, PA 19103-2768

Arlington A. Nagle Jr.

Business Address: 1717 Arch St., 35th Fl., Philadelphia, PA 19103-2768

Richard G. Giannone

Business Address: Ten Penn Center, 14th Floor, 18th & Market St., Philadelphia, PA 19103-2768

Timothy P. Collins

Business Address: Ten Penn Center, 13th Fl., 18th & Market Streets, Philadelphia, PA 19103-1670

Walter M. Teesdale

Business Address: Ten Penn Center, 14th Fl., 1801 Market St., Philadelphia, PA 19103-1670

Directors & Officers with Business Addresses

William D. Vance

Business Address: Ten Penn Center, 13th Fl., 18th & Market Streets, Philadelphia, PA 19103-1670

Gregory L. Cowan

Business Address: 1717 Arch St., 35th Fl., Philadelphia, PA 19103-2768

Richard P. Hough

Business Address: 2900 Westfork Dr., Suite 100, Baton Rouge, LA 70827

Philip S. Luna

Business Address: South Suite 100, 9555 West Sam Houston Pky, Houston, TX 77099

Joseph V. Sacco

Business Address: Ten Penn Center, 14th Fl., 18th & Market St., Philadelphia, PA 19103-2768

Danny L. O'Dell

Business Address: 3200 Kanawha Turnpike, Building 2000, South Charleston, WV 26030

Bill Brett

Business Address: 1110 Montlimar Drive, Suite 700, Mobile, AL 36609

James Havas

Business Address: South Suite 100, 9555 West Sam Houston Pky, Houston, TX 77099

Lawrence E. Schinzler

Business Address: 9555 West Sam Houston Pkwy South, Suite 100, Houston, TX 77099

Danny Vaughn

Business Address: 1110 Montlimar Drive, Suite 700, Mobile, AL 36609

Craig H. Lewis

Business Address: 1717 Arch St., 35th Fl., Philadelphia, PA 19103-2768

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TALLAHASSEE, FLORIDA

Delaware

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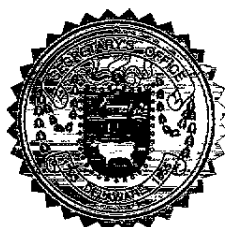
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CDI ENGINEERING GROUP, 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 TWELFTH DAY OF AUGUST, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



2652025 8300

020510333

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1932223

DATE: 08-12-02