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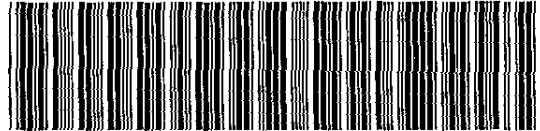
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CORPORATION SERVICE COMPANY™

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ACCOUNT NO. : 072100000032
REFERENCE : 896469 *Patricia Ryzio* 4341400
AUTHORIZATION :
COST LIMIT : \$ 70.00

ORDER DATE : January 16, 2003

ORDER TIME : 12:10 PM

ORDER NO. : 896469-005

CUSTOMER NO: 4341400

CUSTOMER: Ms. Suzanne Bowman
Washington Group
P.o. Box 73

Boise, ID 83729

FOREIGN FILINGS

NAME: WASHINGTON GROUP INTERNATIONAL
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: _____

WASHINGTON GROUP INTERNATIONAL, INC.
(a Delaware corporation)

CERTIFIED COPY OF RESOLUTION

WHEREAS, the State of Florida Department of Revenue statutes require that the common parent corporation be qualified to transact business in that state in order to file consolidated tax return; and

WHEREAS, it is in the best interest of the Company to file a consolidated tax return in the State of Florida.

NOW, THEREFORE, BE IT RESOLVED, that the Company be qualified with the State of Florida Division of Corporations to transact business in the state of Florida under the name "WGI Delaware, Inc.", effective as of December 31, 2002.

RESOLVED FURTHER, that the officers of the Company, and each of them, are hereby authorized to execute and deliver to the State of Florida Division of Corporations an application for authorization to transact business under the name "WGI Delaware, Inc.", and to execute and deliver any and all other documents that may be necessary in connection therewith.

RESOLVED FURTHER, that the Secretary and any Assistant Secretary of the Company, or any of them, are hereby authorized to issue a certified copy of the foregoing resolution to the applicable Florida state agencies.

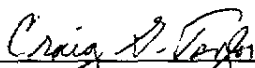
CERTIFICATION

I, Craig G. Taylor, do hereby certify that I am the Secretary of Washington Group International, Inc., a corporation organized and existing under and by virtue of the laws of the State of Delaware. I do further certify that the foregoing is a true, full and correct copy of a resolution duly adopted by written consent of the Executive Committee of the Board of Directors of said corporation, as of December 23, 2002.

I do further certify that said resolution has been spread on the minutes of the Board of Directors of said corporation, has not been altered, amended, or repealed, and is now in full force and effect.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the corporate seal of said corporation this 15th day of January, 2003.

WASHINGTON GROUP INTERNATIONAL, INC.


Craig G. Taylor, Secretary

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. WASHINGTON GROUP INTERNATIONAL, 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. 33-0565601
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 04/28/93 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. 720 PARK BLVD., BOISE, ID 83712
(Principal office address)
PO BOX 73, BOISE, ID 83729
(Current mailing address)
8. Construction, engineering, energy, environmental, mining, transportation and process.
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(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.

Corporation Service Company

Deborah D Skipper

(Registered agent's signature)

Deborah D. Skipper

Asst. V. Pres.

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 officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

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. Craig G. Taylor

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

14. CRAIG G. TAYLOR

SECRETARY

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

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Washington Group International, Inc. (a Delaware corporation)

DIRECTORS

Michael R. D'Appolonia

Primary Address: Nightingale & Associates, LLC
Soundview Plaza
1266 East Main Street
Stamford, CT 06902

William J. Flanagan

Primary Address: P. O. Box 1347
2186 Pleasant Prospect Lane
Eastville, VA 23347

C. Scott Greer

Primary Address: Chairman, President and CEO
Flowserve Corporation
222 West Las Colinas Boulevard, Suite 1500
Irving, TX 75039

Stephen Grant Hanks

Primary Address: 720 Park Boulevard
P. O. Box 73
Boise, ID 83729

William H. Mallender

Primary Address: Director
5239 East Desert Vista Road
Paradise Valley, AZ 85253

Michael P. Monaco

Primary Address: Conway Del Genio Gries & Co.
645 Fifth Avenue, 11th Floor
New York, NY 10022

Cordell Reed

Primary Address: 1334 South Plymouth Court
Chicago, IL 60605

Bettina M. Whyte

Primary Address: Alix Partners LLC
9 West 57th Street, 34th Floor
New York, NY 10019

Dennis K. Williams

Primary Address: Chairman, President and CEO
IDEX Corporation
630 Dundee Road
Northbrook, IL 60062-2745

David H. Batchelder

Primary Address: Director
Relational Advisors LLC
11975 El Camino Real, Suite 300
San Diego, CA 92130-2540

Dennis Roy Washington

Primary Address: Director
Washington Corporations
101 International Way
Missoula, MT 59802

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OFFICERS

Dennis Roy Washington Chairman

Primary Address: Washington Corporations
101 International Way
Missoula, MT 59802

Stephen Grant Hanks President and Chief Executive Officer

Primary Address: 720 Park Boulevard
P. O. Box 73
Boise, ID 83729

Stephen Marcum Johnson Senior Executive Vice President and Chief Business Development Officer

Primary Address: 720 Park Boulevard, P. O. Box 73
Boise, ID 83729

Thomas Henry Zarges Senior Executive Vice President and Chief Operating Officer

Primary Address: 720 Park Boulevard
P.O. Box 73
Boise, ID 83712

George Henry Juetten Executive Vice President & Chief Financial Officer

Primary Address: 720 Park Boulevard
Boise, ID 83712

Gordon Bretnell Williams Executive Vice President & President of Washington Services

Primary Address: 1500 West 3rd Street
Cleveland, OH 44113-1406

Ralph Robert DiSibio Executive Vice President & President of Energy

Primary Address: 106 Newberry Street S.W.
Aiken, SC 29801

Ambrose Leo Schwallie Executive Vice President & President of Defense

Primary Address: 1993 S. Centennial Avenue SE
Aiken, SC 29803

Greg Phillip Therrien Executive Vice President & President of Industrial/Process

Primary Address: 1500 West Third Street
Cleveland, OH 44113-14-6

Reed Noel Brimhall Senior Vice President and Controller

Primary Address: 720 Park Boulevard
P.O. Box 73
Boise, ID 83729

OFFICERS - CONTINUED

Larry Lynn Myers **Senior Vice President - Human Resources**

Primary Address: 720 Park Blvd
 P.O. Box 73
 Boise, ID 83729

Richard Dennis Parry **Senior Vice President and General Counsel**

Primary Address: 720 Park Boulevard
 P. O. Box 73
 Boise, ID 83729

Cynthia M. Stinger **Vice President - Government and Public Affairs**

Primary Address: 1900 M Street NW, Fifth Floor
 Washington, DC 20036

Earl Leon Ward **Vice President and Treasurer**

Primary Address: 720 Park Boulevard, Plaza 1-4
 P.O. Box 73
 Boise, ID 83729

Craig Gerald Taylor **Secretary**

Primary Address: 720 Park Boulevard
 P. O. Box 73
 Boise, ID 83729

Lisa Hamric Ross **Assistant Treasurer**

Primary Address: 720 Park Boulevard
 P. O. Box 73
 Boise, ID 83729

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Delaware

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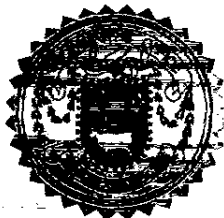
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WASHINGTON GROUP INTERNATIONAL, 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 SIXTEENTH DAY OF JANUARY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WASHINGTON GROUP INTERNATIONAL, INC." WAS INCORPORATED ON THE TWENTY-EIGHTH DAY OF APRIL, A.D. 1993.

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

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2334300 8300

AUTHENTICATION: 2208471

030032955

DATE: 01-16-03