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Florida Department of State

Division of Corporations

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M.H.

alt Name

FOREIGN PROFIT QUALIFICATION

Great Lakes Dredge & Dock Corporation of Delaware

Certificate of Status	0
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Page Count	07
Estimated Charge	\$78.75

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**Great Lakes
Dredge & Dock
Company**

2122 YORK ROAD
OAK BROOK, IL USA 60523-1801
TEL: 830-574-3000

November 15, 2004

Secretary of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Consent to use of name by Great Lakes Dredge & Dock Corporation

Dear Sir/Madam:

The Great Lakes Dredge & Dock group of companies is in the process of completing an internal corporate restructuring. Great Lakes Dredge & Dock Corporation (Corporation) is the parent company of Great Lakes Dredge & Dock Company (Great Lakes) and Great Lakes Dredge & Dock Company, LLC (LLC). Both Great Lakes and LLC are already qualified in the state of Florida. At this time, an application to qualify Corporation in the state is being submitted.

As the Senior Vice President, Chief Financial Officer and Treasurer of Corporation, Great Lakes and LLC, I hereby consent to the use of the name "Great Lakes Dredge & Dock Corporation" by said company in Florida.

Very truly yours,

By:

A handwritten signature in dark ink, appearing to read "Deborah A. Wensel".

Deborah A. Wensel
Senior Vice President, Chief Financial
Officer and Treasurer

CHI:1377458.1

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Great Lakes Dredge & Dock Corporation
(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:

Michael Sayer
(Name of Person)

Great Lakes Dredge & Dock Corporation
(Firm/Company)

2122 York Road - Tax Department
(Address)

Oak Brook, Illinois 60523
(City/State and Zip code)

For further information concerning this matter, please call:

Michael Sayer at (630) 574-2849
(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

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

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. Great Lakes Dredge & Dock Corporation
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")
Great Lakes Dredge & Dock Corporation of Delaware
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Delaware
(State or country under the law of which it is incorporated)
3. 13-3634728
(FEI number, if applicable)
4. July 31, 1991
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. December 1, 2004
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 2122 York Road - Tax Dept. Oak Brook, IL 60523
(Principal office address)
same as above
(Current mailing address)
8. dredging and marine construction 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 NOT acceptable)
Name: CT Corporation
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.



(Registered agent's signature)

Christine M. Eastwine
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:

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A. DIRECTORSChairman: See Attachment

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERSPresident: See Attachment

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. Leslie A. Braun

(Signature of Director or Officer listed in number 12 of the application)

14. Leslie A. Braun - Secretary

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

Great Lakes Dredge & Dock Corporation
Directors and Officers as of November 1, 2004

Directors

<u>Name</u>	<u>Address</u>
Douglas B. Mackie	1716 Highland Terrace Glenview, IL 60025
Thomas S. Souleles	Three First National Plaza Suite 3800 Chicago, IL 60602
Douglas C. Gristom	Three First National Plaza Suite 3800 Chicago, IL 60602
Samuel M. Mencoff	Three First National Plaza Suite 3800 Chicago, IL 60602

Officers

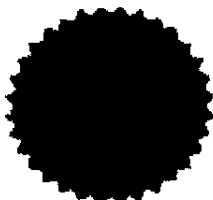
<u>Name</u>	<u>Address</u>	<u>Title</u>
Douglas B. Mackie	1716 Highland Terrace Glenview, IL 60025	President
Deborah A. Wensel	211 Holmes Avenue Clarendon Hills, IL 60514	Vice President Treasurer
Leslie A. Braun	2122 W. Potomac Ave. Chicago, IL 60622	Secretary

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GREAT LAKES DREDGE & DOCK 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 TWELFTH DAY OF NOVEMBER, A.D. 2004.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2269913 8300

AUTHENTICATION: 3471986

040816400

DATE: 11-12-04

TOTAL P.07