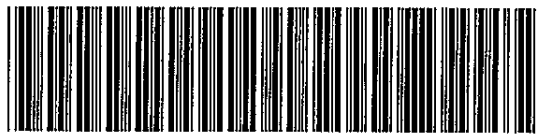


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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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Suffix

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Philip Williams & Associates, Ltd.
(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:

Russ Schmittou
(Name of Person)

Philip Williams & Associates, Ltd.
(Firm/Company)

720 California, Suite 600
(Address)

San Francisco, CA 94115
(City/State and Zip code)

For further information concerning this matter, please call:

Russ Schmittou at (415) 262-2334
(Name of Person) (Area Code & Daytime Telephone Number)

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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



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 24, 2005

RUSS SCHMITTOU
PHILIP WILLIAMS & ASSOCIATES, LTD.
720 CALIFORNIA, SUITE 600
SAN FRANCISCO, CA 94108

SUBJECT: PHILIP WILLIAMS & ASSOCIATES, LTD.
Ref. Number: W05000040200

We have received your document for PHILIP WILLIAMS & ASSOCIATES, LTD. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of LIMITED or LTD. is not sufficient as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION or CORP.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Document Specialist

Letter Number: 905A00053787

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. Philip Williams & Associates Ltd, Inc. (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. California (State or country under the law of which it is incorporated) 3. 94-3083005 (FEI number, if applicable)

4. December 28, 1988 (Date of incorporation) 5. perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 720 California, Suite 600, San Francisco, CA 94108 (Principal office address)

Same (Current mailing address)

8. Hydrology Consulting (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: NRAI Services, Inc

Office Address: 2731 Executive Park Drive, Suite 4 Weston, Florida 33331 (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.

NRAI Services, Inc.

By: Christine Glaser (Registered agent's signature)

9-09-2005

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: Elizabeth Andrews

Address: 780 California, suite 600
San Francisco, CA 94108

Vice Chairman: Ann Borgonovo

Address: same

Director: Michelle Orr

Address: same

Director: Philip Williams

Address: same

B. OFFICERS

President: Steve Terusaki

Address: 780 California, suite 600
San Francisco, CA 94108

Vice President: Jeff Haltiner

Address: same

Secretary: Michelle Orr

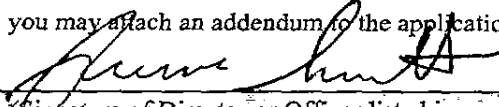
Address: same

Treasurer: Philip Williams

Address: same

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Ross Schmitt
(Typed or printed name and capacity of person signing application)

(Continued)

A. DIRECTORS

~~Director~~
~~Chairman~~ Jeffrey Haltiner

Address: To California, Suite 600
San Francisco, CA 94108

~~Director~~
~~Vice Chairman~~ Chris Bowles

Address: Same

Director: Steve Terusaki

Address: Same

Director: _____

Address: _____

B. OFFICERS

~~CFD~~
~~President~~ Russ Schmittou

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Russell Schmittou
(Signature of Director or Officer listed in number 12 of the application)

14. Russ Schmittou
(Typed or printed name and capacity of person signing application)

State of California
Secretary of State

**CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That on the **28TH day of DECEMBER, 1988, PHILIP WILLIAMS & ASSOCIATES, LTD.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great Seal
of the State of California this day of
August 18, 2005.

05 SEP 12 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



Bruce McPherson
BRUCE McPHERSON
Secretary of State