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Florida Department of State
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HPA, Inc.

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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. HFA, 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. Delaware

(State or country under the law of which it is incorporated)

3. 20-1900891

(FEI number, if applicable)

4. November 18, 2004

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. September 15, 2005

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

7. 4010 Boy Scout Boulevard, Suite 580, Tampa, FL 33607

(Principal office address)

4010 Boy Scout Boulevard, Suite 580, Tampa, FL 33607

(Current mailing address)

8. all lawful purposes, including professional engineering

(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: Todd Stockberger

Office Address: 4010 Boy Scout Boulevard, Suite 580

Tampa

(City)

, Florida 33607

(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)

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

Director: John H. Wotton
~~Chairman:~~

Address: The Octagon, 35 Baird Street, Glasgow, UK G40EE

Director:

~~Vice Chairman:~~ Dennis V. Padron

Address: 22 Cortlandt Street, 33rd Floor, New York, NY 10007

Director: Helga E. Junold

Address: 22 Cortlandt Street, 33rd Floor, New York, NY 10007

Director: _____

Address: _____

B. OFFICERS

President: John H. Wotton

Address: The Octagon, 35 Baird Street, Glasgow, UK G40EE

Vice President: Dennis V. Padron

Address: 22 Cortlandt Street, 33rd Floor, New York, NY 10007

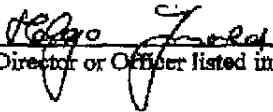
Secretary: Helga E. Junold

Address: 22 Cortlandt Street, 33rd Floor, New York, NY 10007

Treasurer: _____

Address: _____

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. Helga E. Junold, Clerk
(Typed or printed name and capacity of person signing application)

Delaware

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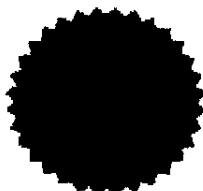
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EPA, 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 SIXTH DAY OF OCTOBER, A.D. 2005.

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

3883626 8300

030820751

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4210330

DATE: 10-06-05