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(City/State/Zip/Phone #)

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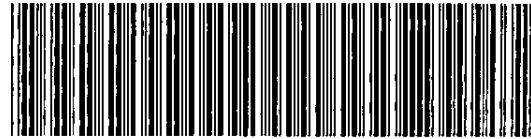
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 MAY 16 AM 11:06

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J. Shivers MAY 17 2011

W11-24728



11 May 2011

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Halff Associates, Inc. – Application by Foreign Corporation for Authorization to Transact Business in Florida

Pursuant to instruction provided by personnel at the Florida Department of State, Division of Corporations, Halff Associates, Inc. (a Texas Corporation) is pleased to provide this supplementary correspondence that will provide the information necessary to create a foreign (Texas) corporation under applicable Florida law. The Application by Foreign Corporation for Authorization to Transact Business in Florida was submitted originally in April 2011. Subsequent to the submission of this paperwork we learned that additional attestations and paperwork would be required before the process could be completed. In accordance with that guidance we are providing the following:

- A. A Certificate of Fact, evidencing Halff Associates, Inc. as a Texas corporation in good standing, as issued by the Texas Secretary of State (**Exhibit A**), and
- B. A notarized statement regarding the revocation of its dissolution (see below).

Halff Associates, Inc. is attempting to obtain a corporate status in the State of Florida as a foreign (i.e. Texas) corporation. Halff Associates, Inc. inadvertently filed paperwork with the State of Florida requesting the creation of an entity as a Florida corporation. This was an error and such creation has since been dissolved as evidenced by documentation issued by the State of Florida having an effective date of 15 April 2011. The document number evidencing such dissolution is P11000034010. Halff Associates, Inc. has also requested, via paperwork submitted to the Florida Department of State in April 2011, that a foreign (Texas) corporation, under the name "Halff Associates, Inc." be provided to Halff Associates, Inc. thereby allowing it to perform business in the State of Florida.

The undersigned attests that the original filing which inadvertently created a Florida corporation, which was subsequently dissolved, is the same entity requesting the creation of the foreign (Texas) corporation in the State of Florida.

The undersigned also attests that it will not revoke the dissolution of the Florida entity and releases the name "Halff Associates, Inc." for use in the State of Florida.

We trust that the information contained herein as well as the signatures and attestations which are the subject of this document and the notarizations that are included at the end of the document are adequate to permit the Florida Department of State to issue articles of incorporation to Halff Associates, Inc. as a foreign corporation.

Thank you for your assistance in this matter. If you have any questions or comments please feel free to call me at 214.346-6200.

Sincerely,
HALFF ASSOCIATES, INC.

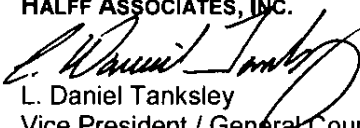

L. Daniel Tanksley
Vice President / General Counsel

Exhibit A – Certificate of Fact – Texas Secretary of State

HALFF ASSOCIATES, INC.

1201 NORTH BOWSER ROAD
RICHARDSON, TX 75081-2275

TEL (214) 346-6200
FAX (214) 739-0095

WWW.HALFF.COM

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TALLAHASSEE, FLORIDA

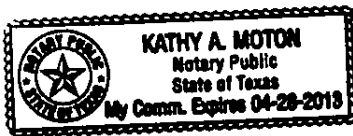


STATE OF TEXAS

§
§
§

COUNTY OF DALLAS

BEFORE ME the undersigned authority on this date of May 11 2011
personally appeared Dan Tanksley, the Vice President and General Counsel of HALFF ASSOCIATES,
INC., known to be the person noted above, and acknowledged to me that he executed the foregoing for
the purpose and consideration therein expressed, in the capacity therein stated.



Kathy A. Moton
Notary Public, State of Texas
My Commission Expires: 04-28-2013

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TALLAHASSEE, FLORIDA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Halff Associates, Inc.

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," or "Certificate of Good Standing" 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:

Dan Tanksley

Name of Person

Halff Associates, Inc.

Firm/Company

1201 North Bowser Road

Address

Richardson, Texas 75081

City/State and Zip code

dtanksley@halff.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Dan Tanksley

Name of Person

at (214) 346-6200

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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

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TALLAHASSEE, FLORIDA

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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. Halff Associates, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")
- Albert H. Halff Associates, Inc.
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Texas 3. 751308699
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 27 August 1969 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 01 May 2011
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 1201 N. Bowser Road, Richardson, Texas 75081
(Principal office address)
- 1201 N. Bowser Road, Richardson, Texas 75081
(Current mailing address)
8. Refer to "Exhibit A" which is a restatement of the original corporate purpose.
(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: InCorp Services, Inc.
- Office Address: 17888 67th Court North
Loxahatchee, Florida 33470
(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.

 on behalf of InCorp Services, Inc.
(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.

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SECRETARY OF STATE

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Walter Skipwith

Address: 1201 N. Bowser Road
Richardson, Texas 75081

Vice Chairman: Dan Tanksley

Address: 1201 N. Bowser Road
Richardson, Texas 75081

Director: Raul Wong, Jr.

Address: 1201 N. Bowser Road
Richardson, Texas 75081

Director: David Morgan

Address: 1201 N. Bowser Road
Richardson, Texas 75081

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: Martin J. Molloy

Address: 1201 N. Bowser Road
Richardson, Texas 75081

Vice President: Roman Plugge

Address: 1201 N. Bowser Road
Richardson, Texas 75081

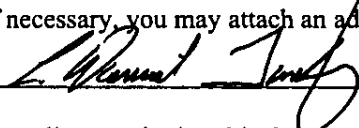
Secretary: Greg Kuhn

Address: 1201 N. Bowser Road, Richardson, Texas 75081

Treasurer: Pat Kunz

Address: 1201 N. Bowser Road, Richardson, Texas 75081

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

13.  See attached "Exhibit B"
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. L. Daniel Tanksley - Vice Chairman

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

Exhibit A

The following language, which states the Corporate purpose of Halff Associates, Inc., was retyped directly from the original Articles of Corporation for Halff Associates, Inc. as filed with the State of Texas on or about 27 August 19769

The purposes for which the corporation is organized are:

To carry on and conduct a general engineering business; to engage in the practice of professional engineering; and to do and perform engineering services of every kind and description.

To purchase and sell goods, wares, and merchandise, and agricultural and farm products.

To engage in any mercantile, manufacturing or trading business.

To erect or repair any building or improvements, and to accumulate and lend money for said purposes, and to purchase, acquire by lease, sell, grant by lease, rent, sublease, and subdivide real property in towns, cities, and villages and their suburbs not extending more than two miles beyond their limits and to accumulate and lend money for that purpose.

To act as agent for others in the purchase and sale of goods, wares, merchandise, articles, materials and equipment, property and assets, commodities and articles of commerce, of every kind and description.

To engage in the oil and gas business; to engage in and conduct a general mining business; and to prospect, search, drill, or otherwise explore for, produce and market oil, gas, and other materials of every kind and character, and to manage and operate mining ventures.

To acquire, own, hold, sell, lease, mortgage, or otherwise dispose of and deal in royalty interests, working interests, oil payments, mineral leases, prospecting permits, and other interests in oil, gas, and other minerals of every kind and character, and to manage, control and exploit said mineral interests and collect the revenue arising therefrom.

To do everything necessary, proper, advisable or convenient for the accomplishment or furtherance of such purposes.

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TOLAHASSEE, FLORIDA

Exhibit B

The following persons comprise the officers and directors of Halff Associates, Inc. as of 15 April 2011.

Novoa, Jose I.	Chairman Emeritus
Burns, Roger W.	Chief Financial Officer
Kunz, Patrick L.	Chief Operating Officer
Plugge, Jr, Roman C.	Executive Vice President
Molloy, Martin J.	President
Kuhn, Gregory	Secretary / Vice President
Duran, Robert	Secretary of Real Property Brokerage Services
Wong, Jr, Raul	Senior Vice President
Acker, Patrick L.	Vice President
Adams, Bobby	Vice President
Applebaum, Phillip R.	Vice President
Belaire, S Kent	Vice President
Brock, Don O.	Vice President
Caldwell, Stan R.	Vice President
Carrillo, James E.	Vice President
Chovan, Dennis J.	Vice President
Cooper, Harold Wayne	Vice President
Craig, Matthew G.	Vice President
Glover, Rusty	Vice President
Hamilton, Dwayne S.	Vice President
Hughes, Lenny L.	Vice President
Ivey, John P.	Vice President
Jackson, Todd A.	Vice President
Jacobs, Greg	Vice President
Janicki, Mark M.	Vice President
Jensen, Tim A.	Vice President
Killen, J Russell	Vice President
Littleton, B David	Vice President
Lovell, Troy L.	Vice President
Morgan, David S.	Vice President
Moya, Michael A	Vice President
Murray, III, Menton J.	Vice President
Popken, Dianne M.	Vice President
Prall, George	Vice President
Pruitt, James	Vice President
Rielly, Paul J.	Vice President
Roberts, Jerry F.	Vice President
Romanowski, Michael E.	Vice President
Saenz, Robert	Vice President
Satre, Dennis D.	Vice President
Spaeth, Everett D.	Vice President
Westsmith, Richard A.	Vice President
Wong, Raul E	Vice President
Crawford, Stephen	Vice President
Starek, Mike	Vice President
Skipwith, Walter E.	Vice President - Chairman of the Board
Tanksley, Dan	Vice President - Vice Chairman of the Board

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles of Incorporation for HALFF ASSOCIATES, INC. (file number 26570900), a Domestic For-Profit Corporation, was filed in this office on August 27, 1969.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on May 11, 2011.



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TALLAHASSEE, FLORIDA

A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State