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**FOREIGN PROFIT/NONPROFIT CORPORATION
WSP USA CORP.**

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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gn 10/24/12

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: WSP USA CORP.

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:

Mark A. Smith, Esq.

Name of Person

Law Offices of Mark A. Smith

Firm/Company

555 Pleasantville Rd-South Bldg., PO Box 2690

Address

Briarcliff Manor, NY 10510

City/State and Zip code

George.Zimmermann@wspfk.com

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

For further information concerning this matter, please call:

Mark A. Smith, Esq.

at (914) 747-8184

Name of Person

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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**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. WSP USA CORP.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

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

2. New York

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

3. 13-1730785

(FEI number, if applicable)

4. January 3, 1928

(Date of incorporation)

5. Perpetual

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

6. Upon registration

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

7. 512 7th Avenue, New York, New York 10018

(Principal office address)

512 7th Avenue, New York, New York 10018

(Current mailing address)

8. Engineering Services, Land Surveying & Geology 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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301

(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.

Corporation Service Company

By: V. S. Sautelle

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

A. DIRECTORS

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Chairman: David CooperAddress: 512 7th Avenue, New York, New York 10018Vice Chairman: Steven W. SmithAddress: 555 Pleasantville Rd-South Bldg, PO Box 2650, Briarcliff Manor, NY 10510Director: James NevadaAddress: 512 7th AvenueNew York, New York 10018Director: Jennifer E. BrownAddress: 11723 Innisbrook Circle, Fredericksburg, VA 22407**B. OFFICERS**President: David CooperAddress: 512 7th AvenueNew York, NY 10018Vice President: Steven W. SmithAddress: 555 Pleasantville Rd-South Bldg, PO Box 2650Briarcliff Manor, NY 10510Secretary: James NevadaAddress: 512 7th Avenue, New York, New York 10018Treasurer: James NevadaAddress: 512 7th Avenue, New York, New York 10018

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

13. Steven W. Smith

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. Steven W. Smith, VP & Director

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

**SCHEDULE OF ADDITIONAL DIRECTORS
OF
WSP USA CORP.**

Additional Directors:

<u>Name:</u>	<u>Position:</u>	<u>Address:</u>
G. Frederick Perkins	Director	78 Greenacres Avenue Scarsdale, NY 10583

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State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of WSP USA CORP. was filed on 01/03/1928, under the name of CHAS. H. SELLS, INC., fixing the duration as perpetual, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

A Certificate of Amendment CHAS. H. SELLS, INC., changing its name to WSP USA CORP., was filed 08/14/2012.



201210190372 * 45

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 18th day of October
two thousand and twelve.*

Daniel Shapiro
First Deputy Secretary of State

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