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1/4

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: NV5 Holdings, 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:

Richard Tong

Name of Person

NV5 Holdings, Inc.

Firm/Company

200 South Park Road, Suite 350

Address

Hollywood, Florida 33021

City/State and Zip code

Richard.Tong@NV5.com

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

For further information concerning this matter, please call:

Richard Tong

Name of Person

at (954) 4952114

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

**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. NV5 Holdings, Inc.

(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. Delaware 3. 45-3458017

(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September 12, 2011 5. perpetual

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

6. n/a

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

7. 200 South Park Road, Suite 350

(Principal office address)

Hollywood, FL 33021

(Current mailing address)

8. General business activities

(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: Richard Tong, Esq.

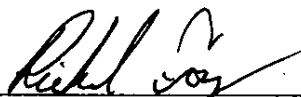
Office Address: 200 South Park Road, Suite 350

Hollywood, Florida 33021

(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)

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

Chairman: (please see attached)

Address: _____

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Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: (please see attached)

Address: _____

Vice President: _____

Address: _____

Secretary: _____

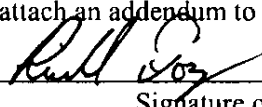
Address: _____

Treasurer: _____

Address: _____

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

13. _____



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. Richard Tong, Executive Vice President and General Counsel

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

NV5 Holdings, Inc.

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Directors:

Dickerson Wright, Chairman
200 South Park Road, Suite 350
Hollywood, Florida 33021

Officers:

Richard Tong, Executive Vice President
200 South Park Road, Suite 350
Hollywood, Florida 33021

Dickerson Wright, President / CEO
200 South Park Road, Suite 350
Hollywood, Florida 33021

Alexander Hockman, Executive Vice President
200 South Park Road, Suite 350
Hollywood, Florida 33021

Michael Rama, CFO/Treasurer/EVP
200 South Park Road, Suite 350
Hollywood, Florida 33021

Mary Jo O'Brien, Secretary
200 South Park Road, Suite 350
Hollywood, Florida 33021

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NV5 HOLDINGS, 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 FOURTH DAY OF NOVEMBER, A.D. 2013.


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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0863357

DATE: 11-04-13