

F94000006196



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 266120 4352960
AUTHORIZATION : *Patricia Ryan*
COST LIMIT : \$35.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUN -9 PM 4:42

FILED

ORDER DATE : June 7, 1999

ORDER TIME : 2:0 PM

ORDER NO. : 266120-005

400002899954--4

CUSTOMER NO: 4352960

CUSTOMER: Jane Gross, Legal Assistant
Ogden Projects, Inc.
40 Lane Road
P.o. Box 2615
Fairfield, NJ 070072615

FOREIGN FILINGS

NAME: OGDEN PROJECTS AMERICAS, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 JUN -9 PM 3:19

RECEIVED

N.C.

G. COULLIETTE JUN 10 1999

PROFIT CORPORATION

APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I

(1-3 must be completed)

FILED
99 JUN -9 PM 4:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Ogden Projects Americas, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. 12/5/94
Incorporated under the laws of Date authorized to do business in Florida

SECTION II

(4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 5/6/97
5. Ogden Energy Engineering, Inc.
Name of corporation after the amendment, adding suffix "corporation", "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- _____
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- _____
New Jurisdiction

Scott G. Mackin

Signature

Scott G. Mackin

Typed or printed name

6/2/99

Date

President + Director

Title

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "OGDEN PROJECTS AMERICAS, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "OGDEN ENERGY ENGINEERING, INC.", THE SIXTH DAY OF MAY, A.D. 1997, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

2445708 8320

9791393

991229165

06-08-99