



## THE CANTOR SEINUK GROUP, INC.

228 EAST 45TH STREET • NEW YORK, NEW YORK 10017-3303 • TEL (212) 687-9888 • FAX (646) 487-5501

December 19, 2000

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: The Cantor Seinuk Group, Inc.

Dear Sir or Madam:

I am enclosing the completed Application "Profit Corporation Application by Foreign Profit Corporation to file Amendment to Application for Authorization to transact Business in Florida". Our name has been changed from The Cantor Seinuk Group, P.C. to The Cantor Seinuk Group, Inc.

I am enclosing \$52.50 to cover the cost to cover costs of Filing Fee, current Certificate of Status from the Secretary of State, and Certified Copy.

As requested, I am enclosing an original Certificate of Incorporation of New York, issued on December 15, 2000.

Please send to the attention of the writer at our new address listed above.

Thank you very much.

Very truly yours,

*Sally Hoffman*  
Sally Hoffman  
Assistant to the CEO

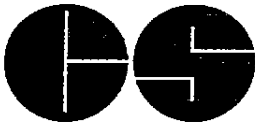
With  
2-7-01  
BHS

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-12/27/00--01037--015  
\*\*\*\$52.50 \*\*\*\*\*35.00

Enclosures



PROF. YSRAEL A. SEINUK, P.E., CEng, FACI, FICE, FASCE, *President & Chief Executive Officer*  
SILVIAN MARCUS, P.E., *Executive Vice President* DR. AHMAD RAHIMIAN, S.E., P.E., *Executive Vice President*  
ESTANISLAO SALCEDO, P.E., *Vice President* JEFFREY SMILOW, P.E., *Vice President* KAMRAN MOAZAMI, P.E., *Vice President*



## THE CANTOR SEINUK GROUP, INC.

228 EAST 45TH STREET • NEW YORK, NEW YORK 10017-3303 • TEL (212) 687-9888 • FAX (646) 487-5501

January 30, 2001

### VIA FEDERAL EXPRESS

Amendment Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Attn: Mr. Doug Spitler  
Document Specialist

Re: The Cantor Seinuk Group, Inc.

Dear Mr. Spitler:

As per your request, I am enclosing a letter from our lawyer verifying that we have changed our name to The Cantor Seinuk Group, Inc.

I am also re-sending the documents I originally sent to you.

Please send the current Certificate of Status from the Secretary of State to the attention of the writer. You already have the \$52.50 to cover all costs.

Thank you very much.

Very truly yours,

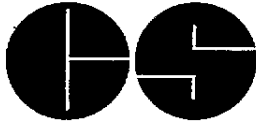
Sally Hoffman  
Assistant to the CEO

Enclosures



**WSP** A WSP Group company

PROF. YSRAEL A. SEINUK, P.E., CEng, FAcI, FICE, FASCE, *President & Chief Executive Officer*  
SILVIAN MARCUS, P.E., *Executive Vice President* DR. AHMAD RAHIMIAN, S.E., P.E., *Executive Vice President*  
ESTANISLAO SALCEDO, P.E., *Vice President* JEFFREY SMILOW, P.E., *Vice President* KAMRAN MOAZAMI, P.E., *Vice President*



## THE CANTOR SEINUK GROUP, INC.

228 EAST 45TH STREET • NEW YORK, NEW YORK 10017-3303 • TEL (212) 687-9888 • FAX (646) 487-5501

February 5, 2001

### VIA FEDERAL EXPRESS

Amendment Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Attn: Mr. Doug Spitler  
Document Specialist

Re: The Cantor Seinuk Group, Inc.

Dear Mr. Spitler:

I am enclosing the completed Foreign Qualification Form, as well as the completed Withdrawal Form. I hope you will find them in order. As we discussed, you have our Certificate of Existence which I previously sent to you.

Please send to my attention the Florida Certificate of Status.

Fee for Withdrawal	\$35.00
Fee to Qualify	\$70.00
Fee for Certificate of Status	<u>\$ 8.75</u>
	\$113.75
Previously Paid	<u>\$ 52.50</u>
AMOUNT DUE	\$61.25

We are enclosing a check in the amount of \$61.25, which added to the \$52.50 previously sent, will cover all costs.

Thank you very much.

Very truly yours,

Sally Hoffman  
Assistant to the CEO

Enclosures



PROF. YSRAEL A. SEINUK, P.E., CEng, FAcI, FICE, FASCE, *President & Chief Executive Officer*  
SILVIAN MARCUS, P.E., *Executive Vice President* DR. AHMAD RAHIMIAN, S.E., P.E., *Executive Vice President*  
ESTANISLAO SALCEDO, P.E., *Vice President* JEFFREY SMILOW, P.E., *Vice President* KAMRAN MOAZAMI, P.E., *Vice President*



**FLORIDA DEPARTMENT OF STATE**

**Katherine Harris**  
Secretary of State

January 9, 2001

**THE CANTOR SEINUK GROUP, INC.**  
**ATTN: SALLY HOFFMAN**  
**228 EAST 45TH STREET**  
**NEW YORK, NY 10017-3303**

**SUBJECT: THE CANTOR SEINUK GROUP, ENGINEERS, P.C.**  
**Ref. Number: F95000001198**

We have received your document for THE CANTOR SEINUK GROUP, ENGINEERS, P.C. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We can find no record of the entity named in your document. A computer printout of a similar named entity is enclosed for your review. If this is the right name, please correct your document and return it for filing.

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Doug Spitler  
Document Specialist

Letter Number: 501A00001057

**GIBSON, DUNN & CRUTCHER LLP**  
**LAWYERS**

A REGISTERED LIMITED LIABILITY PARTNERSHIP  
 INCLUDING PROFESSIONAL CORPORATIONS

**200 PARK AVENUE**  
**NEW YORK, NEW YORK 10166-0193**

(212) 351-4000

FACSIMILE: (212) 351-4035

**January 30, 2001**

**LOS ANGELES**  
 833 SOUTH GRAND AVENUE  
 LOS ANGELES, CALIFORNIA 90071-3187

**CENTURY CITY**  
 7020 CENTURY PARK EAST  
 LOS ANGELES, CALIFORNIA 90067-3026

**ORANGE COUNTY**  
 4 PARK PLAZA  
 IRVINE, CALIFORNIA 92614-9557

**SAN DIEGO**  
 401 WEST A STREET  
 SAN DIEGO, CALIFORNIA 92101

**SAN FRANCISCO**  
 ONE MONTGOMERY STREET, TWENTH FLOOR  
 SAN FRANCISCO, CALIFORNIA 94104-4005

**PALO ALTO**  
 1500 PARK MILL ROAD  
 PALO ALTO, CALIFORNIA 94304-1125

WRITER'S DIRECT DIAL NUMBER

(212) 351-4082

**VIA FACSIMILE**

Mr. Irving Solomon  
 Cantor Seinuk Group, Inc.  
 Facsimile: (646) 487-5501

Re: *Cantor Seinuk Group, Engineers, P.C./Cantor Seinuk Group, Inc.*

Dear Mr. Solomon:

As we discussed, set forth below are the steps that were involved in causing the operations of the former The Cantor Seinuk Group, Engineers, P.C., a New York professional corporation ("CSG Engineers"), and Structural Concepts Ltd., a New York corporation ("SCL"), to become the operations of The Cantor Seinuk Group, Inc., a New York corporation ("New CSG"):

1. WSP Group plc, a publicly held U.K. corporation ("WSP Group"), formed WSP USA, Inc., a Delaware corporation ("WSP USA"), as a direct wholly owned subsidiary of WSP Group. WSP USA is a pure holding company, with no operations.
2. On June 29, 2000, WSP Group acquired all of the stock of WSP New York, Inc., a New Jersey corporation formerly known as Hill Environmental Inc. ("WSP New York") (this is the so-called "grandfather corporation" acquired in order to be able to practice engineering in the State of New York in the *corporate* form).
3. Effective July 3, 2000, CSG Engineers and SCL merged with and into WSP New York, with WSP New York surviving and all of the assets and liabilities of CSG Engineers and SCL becoming the assets and liabilities of WSP New York (the separate existences of CSG Engineers and SCL terminated at this point, as they merged out of existence).

JAS. A. GIBSON, 1852-1922  
 W. E. DUNN, 1861-1925  
 ALBERT CRUTCHER, 1869-1931

**DALLAS**  
 2100 MCKINNEY AVENUE  
 DALLAS, TEXAS 75201-6011

**DENVER**  
 1801 CALIFORNIA STREET  
 DENVER, COLORADO 80202-2741

**WASHINGTON**  
 1050 CONNECTICUT AVENUE, N.W.  
 WASHINGTON, D.C. 20036-5308

**PARIS**  
 106 RUE DU FAUBOURG SAINT HONORE  
 75008 PARIS, FRANCE

**LONDON**  
 30/31 FLEET STREET  
 LONDON EC4A 3DF

OUR FILE NUMBER

C 97958-00001

GIBSON, DUNN & CRUTCHER LLP

Mr. Irving Solomon  
January 30, 2001  
Page 2

4. Effective July 3, 2000, WSP Group contributed all of the capital stock of WSP New York to WSP USA, such that WSP New York then became a wholly owned subsidiary of WSP USA.
5. Prior to July 3, 2000, WSP Group formed New CSG as a wholly owned subsidiary of WSP New York.
6. Effective July 3, 2000, WSP New York contributed all of its assets and liabilities, which then included all of the assets and liabilities of CSG Engineers and SCL, to New CSG.
7. As a result of these transactions, New CSG holds all of the assets and liabilities of both CSG Engineers and SCL.

Please call me at 351-4082 should you have any further questions.

Very truly yours,



William M. Rustum

WMR/wmr

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL  
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS  
IN FLORIDA**

The Cantor Seinuk Group, Engineers, P.C.

(Name of Corporation)

New York

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

228 East 45th Street

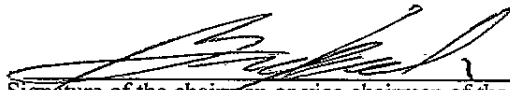
(Mailing Address)

New York, NY 10017-3303

(City/ State /Zip)

FILED  
00 DEC 27 AM 10:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

  
Signature of the chairman or vice chairman of the board,  
president, or any officer.

President and Chief Executive Ofcr.

Title

Ysrael A. Seinuk

Typed or printed name

February 5, 2001

Date