

February 17, 1995

Corporate Records Bureau
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

800001415778
-02/27/95--01031--003
*****70.00 *****70.00

, W95-4316

RE: Environmental Management Associates, Inc.
9407122416136

Dear Sir or Madam:

Enclosed please find:

- Application for Authority
- Certificate of Good Standing
- payment of \$70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN -1 PM 12:43

Please file and return all related correspondence to my attention at the address listed above. *mtm*

Please feel free to contact me directly at 1-302-575-0440, with questions regarding the enclosed application.

Sincerely,

Susan P. Rosenthal
Corporate Service Representative

enc.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 27, 1995

THE COMPANY CORPORATION
201 N. WALNUT STREET
WILMINGTON, DE 19801

SUBJECT: ENVIRONMENTAL MANAGEMENT ASSOCIATES, INC.
Ref. Number: W95000004316

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We have received your document for ENVIRONMENTAL MANAGEMENT ASSOCIATES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST indicated.

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 (904) 487-6097.

Michael Mays
Corporate Specialist

Letter Number: 095A00008629

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Secretary of the Corporation, do hereby certify
that this Resolution of the Board of Directors of Environmental Management Associates, Inc.
a corporation duly organized and existing under the laws of the State of Delaware,
was duly adopted on 5/17, 19 95.

Resolved, that Environmental Management Associates, Inc., organized
and existing in the State of Delaware, hereby adopts the
name EMA, Florida Inc for use in Florida.
per Susan
Rosenblatt

Dated: 5/17/95

Walter Thompson
Signature of at least one Director

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN - 1 PM 12:03

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. ENVIRONMENTAL MANAGEMENT ASSOCIATES, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. DELAWARE
(State or country under the law of which it is incorporated)
3. 22-3315115
(FEI number, if applicable)
4. 7-12-94
(Date of incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. PENDING ESTIMATED DATE 3-1-95
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 289 CRANBERRY ROAD
FARMINGDALE, NJ 07727
(Current mailing address)
8. ENVIRONMENTAL CONSULTING
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: LARRY WOLFE
Office Address: 200 A JOHN KNOX Rd.
TALLAHASSEE, Florida, 32303
(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.

SEE ATTACHED
(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.

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

A. DIRECTORS

Chairman: Kelly Knaucker
Address: 289 CRANBERRY Rd.
FARMINGDALE, NJ 07727

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: KELLY KNEUCKER

Address: 289 CRANBERRY ROAD

FARMINGDALE, NJ 07727

Vice President: MICHELE THOMPSON

Address: 1 THAMES DRIVE

FREENHOLD, NJ 07728

Secretary: NATHAN THOMPSON

Address: 1 THAMES DRIVE

FREENHOLD, NJ 07728

Treasurer: MICHAEL KNEUCKER, P.E.

Address: 289 CRANBERRY ROAD

FARMINGDALE, NJ 07727

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

13.

[Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

MICHAEL KNEUCKER, TREASURER
(Typed or printed name and capacity of person signing application)

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICLE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
PROCESS MAY BE SERVED.**

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this Environmental Management Associates, Inc.
desiring to organize under the laws of the state of Florida with its principal place of
business located in the city of Tallahassee, State of
Florida, has named Larry Wolfe located at 200 - A John Knox Road, Tallahassee FL
32303-6643 as its agent for service of process within Florida.

Having been named to accept service of process for the above stated
corporation, at the place designated in this Certificate, I hereby agree to act in this
capacity, and I further agree to comply with the provisions of all statutes relative to
the proper and complete performance of my duties.


Larry Wolfe

2/16/95
Date

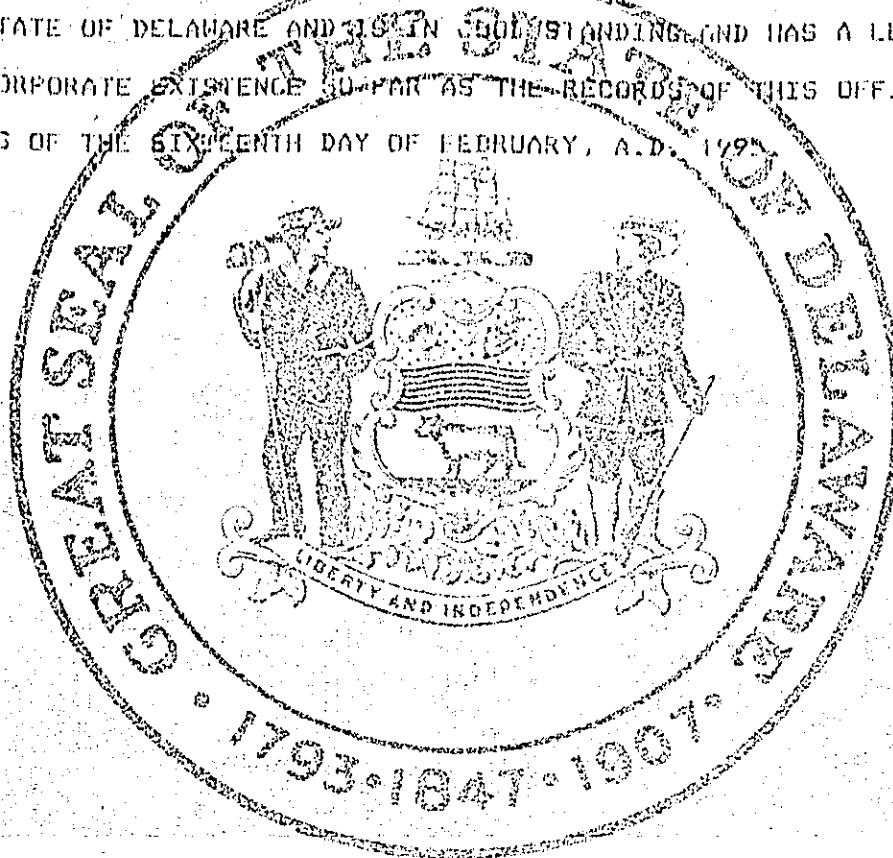
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DIVISION OF CORPORATIONS

95 JUN - 1 PM 12:43

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ENVIRONMENTAL MANAGEMENT ASSOCIATES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE TO PAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF FEBRUARY, A.D. 1995.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN -1 PM 12:43



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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02-16-95