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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: GZA GeoEnvironmental, 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", 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:

Ms. Helga Finlay Thompson, Legal Department
(Name of Person)

GZA GeoEnvironmental, Inc.
(Firm/Company)

320 Needham Street
(Address)

Newton Upper Falls, MA 02164
(City, State and Zip Code)

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Should you need to call someone concerning this matter, please call:

Helga Finlay Thompson at (617) 630-6234
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

9/8/28
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**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. GZA GeoEnvironmental, 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. Massachusetts 3. 04-2393851
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1966 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 320 Needham Street
Newton Upper Falls, MA 02164
(Current mailing address)

8. Environmental and geotechnical consulting and engineering services
(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:**

The Prentice-Hall Corporation
Name: System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee, Florida, 32301
(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.

The Prentice-Hall Corporation System, Inc.

By: [Signature]
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Donald T. Goldberg

Address: 320 Needham Street

Newton Upper Falls, MA 02164

Director: _____

Address: _____

B. OFFICERS

President: Leonard M. Senle

Address: 320 Needham Street

Newton Upper Falls, MA 02164

Vice President: 1. John E. Ayres 2. Richard M. Simon

Address: Both at: 320 Needham Street

Newton Upper Falls, MA 02164

Secretary: Linda S. Taylor

Address: 320 Needham Street

Newton Upper Falls, MA 02164

Treasurer: Joseph P. Rehir

Address: 320 Needham Street

Newton Upper Falls, MA 02164

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

13.

Linda S. Taylor

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

14.

Linda S. Taylor, Secretary

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

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SECRETARY'S
OFFICE
JUN 28 AM 9:46



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02188

AUGUST 10, 1995

TO WHOM IT MAY CONCERN:

I hereby certify that according to records in this office, Goldberg, Zoino & Associates, Inc. was incorporated under the General Laws of this Commonwealth on June 22, 1960.

I further certify that by Articles of Amendment filed here on September 30, 1976 the name of said corporation was changed to Goldberg, Zoino, Dunncliff & Associates, Inc.

I further certify that by Articles of Amendment filed here on November 10, 1979 the name of said corporation was changed to Goldberg - Zoino & Associates, Inc.

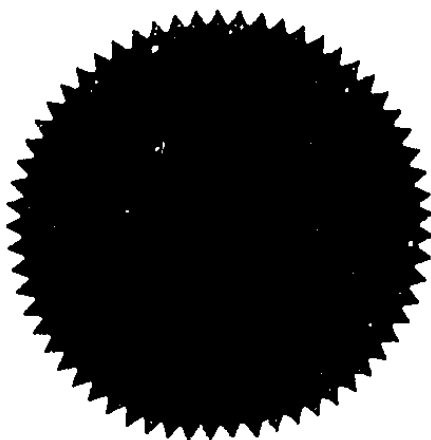
I further certify that by Articles of Amendment filed here on January 1, 1991 the name of said corporation was changed to GZA GeoEnvironmental, Inc.

I further certify that the following amendments to the Articles of organization appear of record here, namely:

Articles of Amendment	Filed	September 24, 1976
Articles of merger	Filed	September 30, 1976
Articles of merger	Filed	June 8, 1989
Articles of merger	Filed	May 30, 1991

I further certify that no other amendments to the Articles of Organization appear of record here and said corporation still has a legal existence.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth