F96000003493

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _______ Certificates of Status ✓

Special Instructions to Filing Officer:

Office Use Only

100078414621

08/07/06--01051--018 **43.75

FILED
06 AUG -7 PM 12: 18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: The Thornton-Tomasetti Group, Inc.
(Name of Corporation)

DOCUMENT NUMBER: F96000003493

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

M. Stephen Dennis
(Name of Contact Person)

Thornton Tomasetti, Inc.
(Firm/Company)

51 Madison Avenue
(Address)

New York, NY 10010
(City/State and Zip Code)

For further information concerning this matter, please call:

M. Stephen Dennis at (917) 661-7800
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- [ ] $35.00 Filing Fee
- [x] $43.75 Filing Fee & Certificate of Status
- [ ] $43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- [ ] $52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

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

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Thornton Tomasetti

Transmittal

51 Madison Avenue | **New York** NY 10010 1603 | **T** 917 661 7800 | F 917 661 7801 | *www.ThorntonTomasetti.com*

TO	Amendment Section; Division of Corporations PO Box 6327 Tallahassee, FL 32314	FROM	Thornton Tomasetti, Inc.
COMPANY	Florida Department of State	DATE	July 17, 2006
RE:	Amended Application for Authority (Name Change	PROJECT NO.	

DELIVERY VIA

- ☐ Messenger
- ☐ Fax
- ☑ First-class mail
- ☐ Electronically
- ☐ Overnight Express
- ☐ Other

QUANTITY	DESCRIPTION
1	Amended Application for Authority (Name Change
1	Name Change amendment (NY department of State
1	Check: $43.75 payable to Florida Department of State

COMMENTS

Enclosed is our application for Amended Authority reflecting our recent name and address change.

COPIES TO

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.)

FILED
06 AUG -7 PM 12: 18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

F96000003493
(Document number of corporation (if known))

1. The Thornton-Tomasetti Group, Inc.
(Name of corporation as it appears on the records of the Department of State)

2. New York
(Incorporated under laws of)

3. July 10, 1996
(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? May 4, 2006

5. Thornton Tomasetti, 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)

____
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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)

M. Stephen Dennis
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

M. Stephen Dennis
(Typed or printed name of person signing)

Managing Principal
(Title of person signing)

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **June 28, 2006**

Special Deputy Secretary of State

DOS-1266 (Rev. 11/05)

DRAWDOWN ACCOUNT #52
Vanguard Corporate Services, Ltd.

F060504000789

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

The Thornton-Tomasetti Group, Inc.

Under Section 805 of the Business Corporation Law

The undersigned, being the President and the Secretary of THE THORNTON-TOMASETTI GROUP, INC., do hereby certify and set forth:

(1) The name of the corporation is THE THORNTON-TOMASETTI GROUP, INC.

The name under which it was originally incorporated was RYAN CONTRACTING CORPORATION.

The name was changed to LEV ZETLIN ASSOCIATES, INC. by Certificate of Amendment filed with the Secretary of State on May 27, 1969.

The name was further changed to LGB ASSOCIATES, INC. by Certificate of Amendment filed with the Secretary of State on May 9, 1977.

The name was further changed to LEV ZETLIN ASSOCIATES, INC. by Certificate of Amendment filed with the Secretary of State on April 19, 1989.

The name was further changed to THE LZA GROUP, [illegible] Certificate of Amendment filed with the Secretary of State on December 28, 1993.

The name was further [illegible] THE THORNTON-TOMASETTI GROUP, [illegible] of Amendment filed with the Secretary of State on December 24, 1999.

(2) The Certificate of Incorporation was filed by the Department of State on May 10.

(3) The Certificate of Incorporation of THE THORNTON-TOMASETTI GROUP, INC. is hereby amended as follows:

The name of the corporation is hereby changed to THORNTON TOMASETTI, INC. and to effectuate the foregoing change of name, paragraph "FIRST" of the Certificate of Incorporation is heretofore amended to read as follows:

"FIRST: The name of the corporation is THORNTON TOMASETTI, INC."

(4) The Certificate of Incorporation of THE THORNTON-TOMASETTI GROUP, INC., is hereby further amended as follows:

> The number of shares of Common Stock that the Corporation is authorized to issue shall be changed and increased from the presently authorized 100,000 shares of common stock without par value to 500,000 shares of common stock having a par value of $0.01 per share, in the manner set forth below, and to effectuate the foregoing, paragraph "THIRD" of the Certificate of Incorporation is heretofore amended to read as follows:
>
> > "THIRD: The Corporation shall have the authority to issue 500,000 shares of Common Stock with a par value of $0.01 per share."
>
> Of the previously authorized 100,000 shares of common stock without par value, there are currently 34,224 shares of common stock which have been issued. Subsequent to the filing of this Certificate of Amendment of the Certificate of Incorporation, each of these currently-issued shares shall be exchanged for new shares of common stock with a par value of $0.01 per share, at the rate of one current share without par value for one new share with a par value of $0.01 per share, so that there will then be 34,224 issued shares of common stock with a par value of $0.01 per share each.
>
> ---
>
> Of the previously authorized 100,000 shares of common stock without par value, there are currently 65,776 shares of common stock which have been authorized but not issued. Subsequent to the filing of this Certificate of Amendment of the Certificate of Incorporation, each of these currently authorized but unissued shares shall be converted to new shares of unissued common [illegible] with a par value of $0.01 per share at the rate of one current share [illegible] par value for one new share with a par value of $0.01 per share, so that there [illegible] be [illegible] unissued shares of comm[illegible] a par value of $0.01 per share each.
>
> In addition to the foregoing, the Corporation shall be authorized to issue an additional 400,000 shares of common stock with a par value of $0.01 per share, so that the Corporation will then have a total of 500,000 authorized shares of common stock with a par value of $0.01 per share.

(5) This Certificate of Amendment of the Certificate of Incorporation of The Thornton-Tomasetti Group, Inc., was authorized by the unanimous written consent of the Board of Directors dated April 28, 2006, followed by the written consent of no less than seventy-five [illegible] of the shareholders of The Thornton-Tomasetti Group, Inc. dated April 28, 2006, as authorized by a Certificate of Amendment of the Certificate of Incorporation of The Thornton-Tomasetti Group, Inc., filed April 21, 2006.

(signatures to follow)

IN WITNESS WHEREOF, the undersigned have executed and subscribed this certificate and have affirmed the foregoing as true under the penalties of perjury, this 1st day of May, 2006.

Daniel A. Cuoco

Daniel A. Cuoco, President

M. Stephen Dennis

M. Stephen Dennis, Secretary

F060504000789

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

THE THORNTON-TOMASETTI GROUP, INC.

Under Section 805 of the Business Corporation Law

FILER

DeGaetano & Carr
488 Madison Avenue
New York, New York 10022

DRAWDOWN ACCOUNT #52
Vanguard Corporate Services, Ltd.
Customer Reference: 102411

2CC

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAY 04 2006

TAX $
BY: TMB

4 848