

F97000006253

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
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BASIC AMENDMENT

PARSONS ENERGY & CHEMICALS GROUP INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 AUG -5 AM 8:54

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[Signature]

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)

F97000006253

(Document number of corporation (if known))

1. PARSONS ENERGY & CHEMICALS GROUP INC.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. 11/25/1997

(Date authorized to do business in Florida)

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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? 6/15/2005

5. WorleyParsons Group 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)

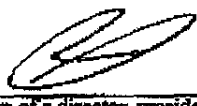
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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)


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

Larry Kalban

(Typed or printed name of person signing)

7/29/05
(Date)

Vice President

(Title of person signing)

Delaware

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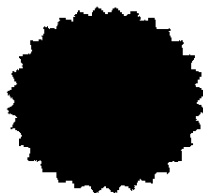
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "PARSONS ENERGY & CHEMICALS GROUP INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "WORLEYPARSONS GROUP INC.", THE FIFTEENTH DAY OF JUNE, A.D. 2005, AT 11:04 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF JULY, A.D. 2005.

0886744 8320

050609105



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4042333

DATE: 07-22-05