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30006/001

December 12, 1997

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

Re: Environmental Science & Engineering, Inc.
("ESE")

Ladies and Gentlemen:

Please qualify ESE to do business in Florida. I have enclosed the following documents:

1. Transmittal Letter;
2. Application by Foreign Corporation for Authorization to Transact Business in Florida, in duplicate;
3. Certificate of Good Standing for ESE;
4. Check in the amount of \$78.75 made payable to Florida Department of State; and
5. Registration of a Foreign Corporate Name, Document No. E97000000038.

Please return the qualification documents to the undersigned.

Very truly yours

Brian J. Megines

BJM/lmr
197-1263

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97 DEC 17 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
12/17

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: ENVIRONMENTAL SCIENCE & ENGINEERING, 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:

Brian J. Meginnes
(Name of Person)

Elias, Meginnes, Riffle & Seghetti
(Firm/Company)

416 Main Street, Suite 1400
(Address)

Peoria, Illinois 61602
(City/State/Zip)

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TALLAHASSEE, FLORIDA

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

Brian J. Meginnes at (309) 637-6000
(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:

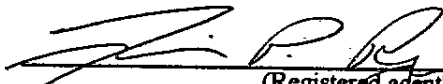
Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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

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

1. ENVIRONMENTAL SCIENCE & ENGINEERING, 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. 37-1286500
(FEI number, if applicable)
4. October 29, 1991
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Not yet commenced
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. ENVIRONMENTAL SCIENCE & ENGINEERING, INC.
8901 N. Industrial Road, Peoria, Illinois 61615
(Current mailing address)
8. All things for which corporations can be incorporated in Delaware
(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: (P.O. Box or Mail Drop Box NOT acceptable)**
Name: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.


(Registered agent's signature)
Francis P. Regan, Asst. Secy.

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: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: Karen M. Jensen

Address: 8901 N. Industrial Road, Peoria, Illinois 61615

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Karen M. Jensen

Address: 8901 N. Industrial Road, Peoria, Illinois 61615

Vice President: _____

Address: _____


Secretary: Michael J. Jensen

Address: 8901 N. Industrial Road, Peoria, Illinois 61615

Treasurer: Michael J. Jensen

Address: 8901 N. Industrial Road, Peoria, Illinois 61615

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Karen M. Jensen, President
(Typed or printed name and capacity of person signing application)

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97 DEC 17 PM 2:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 SCIENCE & ENGINEERING, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF DECEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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971423539

AUTHENTICATION:

DATE:

8804082

12-11-97

FILED
97 DEC 17 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA