

7980000002782

CT CORPORATION SYSTEM

120 South Central Avenue
Clayton, MO 63105
Tel. 314 863 5545
Fax 314 863 1578

May 12, 1998

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

300002525139--9
-05/15/98--01041--002
*****70.00 *****70.00

Re: **Insituform Technologies, Inc. (Delaware Domestic)**
Order #: 1222931

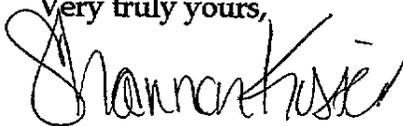
Gentlemen:

As requested by counsel, we enclose for filing an Application for Certificate of Authority on behalf of this corporation, together with funds in payment of the required fees.

Evidence of the filing should be returned to this office by regular mail.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-325-2671.

Very truly yours,



Shannon P. Kister
Customer Specialist

enc.

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98 MAY 15 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/15/98

**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. Insituform Technologies, 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. 13-3032158
(FEI number, if applicable)

4. March 27, 1980
(Date of incorporation)

5. Perpetual
(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 817.156, F.S.))

7. 702 Spirit 40 Park Drive, Chesterfield, Missouri 63005
(Current mailing address)

8. Any lawful act or activity for which a corporation may be organized
(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: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine
Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

M.S. Green
(Registered agent's signature) (Officer)

M.S. GREEN, Asst. Secy
(Type Name and Title of Officer)

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TALLAHASSEE, FLORIDA

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: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. William A. Martin, Vice President

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

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Insituform
Technologies, Inc.

- | |
|-------------------------|
| 1. Director and Officer |
| 2. Director Only |
| 3. Officer Only |

**BOARD OF DIRECTORS/
OFFICERS ADDRESSES**

| Board Member/Officer Title/ Committees | Office Address |
|--|--|
| Affholder, Robert 1 Sr. Executive Vice President (Employee Option and Compensation Committees) | Insituform Technologies, Inc. 702 Spirit 40 Park Drive Chesterfield, MO 63005 |
| Biddelman, Paul 2 (Audit Committee) | Hanseatic Corporation 450 Park Avenue New York, NY 10022 |
| Cortinovis, Stephen 2 (Compensation Committee) | Emerson Electric Company 8000 West Florissant Avenue St. Louis, MO 63136-8506 |
| Hooper, Anthony 1 Chairman, President and CEO (Employee Option Committee) | Insituform Technologies, Inc. 702 Spirit 40 Park Drive Chesterfield, MO 63005 |
| Kailes, Howard 3 Secretary | Krugman Chapnick & Grimshaw LLP Park 80 West - Plaza Two Saddle Brook, NJ 07663-5835 |
| Kalishman, Jerome 1 Vice Chairman (Nominating Committee) | Insituform Technologies, Inc. 702 Spirit 40 Park Drive Chesterfield, MO 63005 |
| Kelley, Robert 3 Vice President, General Counsel and Assistant Secretary | Insituform Technologies, Inc. 702 Spirit 40 Park Drive Chesterfield, MO 63005 |
| Martin, William 3 Sr. Vice President, CFO and Assistant Secretary | Insituform Technologies, Inc. 702 Spirit 40 Park Drive Chesterfield, MO 63005 |
| Spengler, Silas 2 (Audit Committee) | Webb, Johnson Associates, Inc. 280 Park Avenue New York, NY 10017 |
| Weinig, Sheldon, D.Sc. 2 (Audit Committee) | 25 Sutton Place North New York, NY 10022 |
| Wight, Russell, Jr. 2 (Nominating Committee) | Interstate Properties Park 80 West Plaza Two Saddle Brook, NJ 07662 |
| Woods, Alfred 2 (Compensation Committee) | Woods Group Eight Melrose Place Montclair, NJ 07042 |

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 TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INSITUFORM TECHNOLOGIES, 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 MAY, A.D. 1998.

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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9072351

DATE: 05-11-98