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ACCOUNT NO. : 072100000032

REFERENCE : 889184 5025333

AUTHORIZATION :

COST LIMIT : \$ 70.00 Patricia Piguet

ORDER DATE : July 13, 1998

ORDER TIME : 11:30 AM

ORDER NO. : 889184-005

CUSTOMER NO: 5025333

CUSTOMER: Ms. Darlene White
Hagler Bailly Consulting, Inc.
1530 Wilson Boulevard
Suite 900
Arlington, VA 22209-2406

100002588641 -- 6

FOREIGN FILINGS

NAME: HAGLER BAILLY SERVICES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

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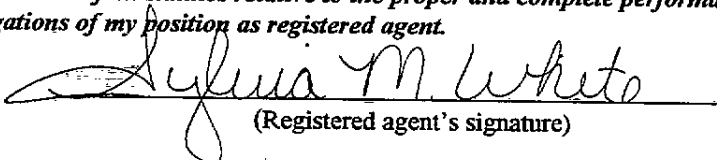
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. Hagler-Bailly Services, 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 3. 52-1173290
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 5/26/95 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 817.155, F.S.)
7. 1530 Wilson Boulevard, Arlington, VA 22209
(Current mailing address)
8. Management Consulting
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
- Name: CORPORATION SERVICE COMPANY
- Office Address: 1201 HAYS STREET
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.


(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.

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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: Please see attached

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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

President: Please see attached

Address:

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

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

13. Daniel M. Rouse

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

14. Daniel M. Rouse, Chief Financial Officer

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

HAGLER BAILLY SERVICES, INC.

Employee	Corporate Unit	Officer Title	Management Responsibility	Office
Alain M. Streicher	Hagler Bailly Services	CEO		1530 Wilson Blvd.. Arlington, VA 22209
John R. Armstrong	Hagler Bailly Services	Sr. VP	Chief Operating Officer, Services Arlington office director	1530 Wilson Blvd.. Arlington, VA 22209
David A. Keith	Hagler Bailly Services	Sr. VP	Managing Director Energy	1530 Wilson Blvd.. Arlington, VA 22209
Richard R. Mudge	Hagler Bailly Services	Sr. VP	Managing Director Transportation	1530 Wilson Blvd.. Arlington, VA 22209
Robert D. Rowe	Hagler Bailly Services	Sr. VP	Managing Director Environmental Management Boulder office director	1881 Ninth Street, Boulder, CO 80306
Kenneth I. Rubin	Hagler Bailly Services	Sr. VP		1530 Wilson Blvd.. Arlington, VA 22209
Michael Crosetti	Hagler Bailly Services	VP	President Director PT Hagler Bailly Indonesia	Wisma 31, 4h Floor Jl. Kemang Raya No. 31 Jarkarta 12730 Indonesia
George Davies	Hagler Bailly Services	VP	Toronto office director	144 Front Street, West, Toronto, Ontario, CN M5J 2L7
Matthew F. Hardison	Hagler Bailly Services	VP		1530 Wilson Blvd.. Arlington, VA 22209
Joshua A. Lipton	Hagler Bailly Services	VP		1881 Ninth Street, Boulder, CO 80306
Elizabeth S. Marcotte	Hagler Bailly Services	VP		1530 Wilson Blvd.. Arlington, VA 22209
Paul W. Nissenbaum	Hagler Bailly Services	VP		1530 Wilson Blvd.. Arlington, VA 22209
Robert S. Raucher	Hagler Bailly Services	VP		1881 Ninth Street, Boulder, CO 80306
Daniel M. Rouse	Hagler Bailly Services	VP	CFO	1530 Wilson Blvd.. Arlington, VA 22209
Jim D. Westfield	Hagler Bailly Services	VP		1530 Wilson Blvd.. Arlington, VA 22209
Dean S. White	Hagler Bailly Services	VP		455 Market Street San Francisco, CA 94105
Carlos A. Yermoli	Hagler Bailly Services	VP		1530 Wilson Blvd.. Arlington, VA 22209

HAGLER BAILLY SERVICES, INC.

Employee	Corporate Unit	Officer Title	Management Responsibility	Office
Henri-Claude Bailly	Hagler Bailly	CEO		1530 Wilson Blvd., Arlington, VA 22209
Alain M. Streicher	Hagler Bailly	COO	Corporate Infrastructure	1530 Wilson Blvd., Arlington, VA 22209
Daniel M. Rouse	Hagler Bailly	VP	CFO/Finance and Accounting	1530 Wilson Blvd., Arlington, VA 22209
Stephen V.R. Whitman	Hagler Bailly	VP	General Counsel	1530 Wilson Blvd., Arlington, VA 22209

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HAGLER BAILLY SERVICES, 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 THIRTEENTH DAY OF JULY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID HAGLER BAILLY SERVICES, INC. WAS INCORPORATED ON THE FIFTH DAY OF MAY, 1995.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

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