

# F 990000001958



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 203967 4816118

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pigut*

ORDER DATE : April 13, 1999

ORDER TIME : 9:43 AM

ORDER NO. : 203967-025

200002840192-3

CUSTOMER NO: 4816118

CUSTOMER: Farinaz S. Tehrani, Esq  
Hogan & Hartson L.L.P.  
555-13th Street Nw

Washington, DC 20004-1109

FOREIGN FILINGS

NAME: PHB HAGLER BAILLY, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR 15 PM 12:22

*the*  
4/15

RECEIVED  
99 APR 15 AM 10:44  
DIVISION OF CORPORATIONS  
HARRISBURG, PENNSYLVANIA

**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. PHB HAGLER BAILLY, 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. 54-1933369

(FEI number, if applicable)

4. February 19, 1999

(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 817.155, F.S.)

7. Suite 400, 1530 WILSON BLVD.

ARLINGTON, VA 22209

(Current mailing address)

To engage in any act or activity for which corporations may be organized

8. \_\_\_\_\_

(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: 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.*

Corporation Service Company

By: \_\_\_\_\_

(Registered agent's signature)

CAROL K. DOLAN, Assistant Vice President

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.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR 15 PM 12:02

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: See attached officers/directors rider

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: See attached officers/directors rider

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. Stephen V. R. Whitman  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. STEPHEN V. R. WHITMAN, Senior Vice President  
(Typed or printed name and capacity of person signing application)

99 APR 15 PM 12:22  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

## PHB HAGLER BAILLY, INC.

### Directors

Howard W. Pifer, III

Henri-Claude A. Bailly

### Officers

William E. Dickenson  
President and CEO

Glenn J. Dozier  
Senior Vice President, CFO, Treasurer and Secretary

Stephen V.R. Whitman  
Senior Vice President and General Counsel

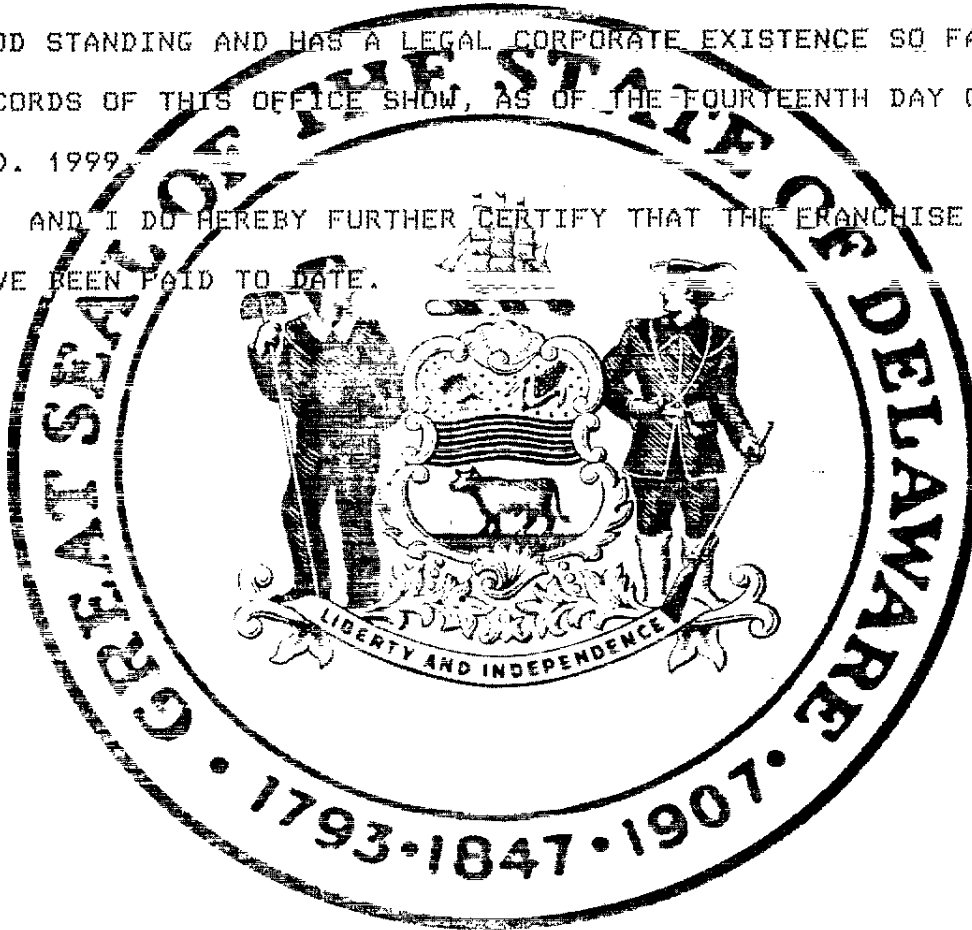
Business address for all officers and directors is: 1530 Wilson Boulevard, Suite 400, Arlington, VA 22209

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR 15 PM 12:22

## Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PHB HAGLER RAILLY, 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 FOURTEENTH DAY OF APRIL, A.D. 1999.

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



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR 15 PM 12:22



*Edward J. Freel*

Edward J. Freel, Secretary of State

3007405 8300

AUTHENTICATION: 9685282

991144999

DATE: 04-14-99