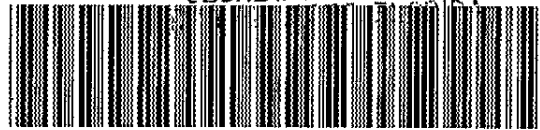


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SECRETARY OF STATE



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04/07/04--01060--002 **125.00

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 31, 2004

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: Register a foreign limited liability company to transact business in Florida

Registration Section:

Please find enclosed an application, certificate of designation of registered agent, original certificate of existence, and a check for the filing Fee and the Designation of Registered Agent. My understanding is that once these papers are processed we will then receive free of charge, an acknowledgement letter stating that S.R. Beard & Associates, LLC is registered to transact business in Florida. Thank you in advance for processing this request timely.

Sincerely,

Stephen R. Beard
S.R. Beard & Associates, LLC.

Encl.

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

FILED

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

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1. S. R. Beard & Associates, LLC
(Name of foreign limited liability company)
2. State of AZ
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 86-0937903
(FEI number, if applicable)
4. 12/2/1998
(Date of Organization)
5. _____
(Duration: Year limited liability company will cease to exist or "perpetual")
6. NOV 11, 2003 — payroll only to date
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 101 N 1st Avenue, suite 2400
Phoenix, AZ 85003
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

Stephen R. Beard - same as above
Mark McLaren - same as above
Marc Soronson - same as above

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: transportation
planning and urban design

S. R. Beard
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Stephen R. Beard
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, ^{2004 APR -7 P 3: 56}
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA. <sup>SECRETARY OF STATE
TALLAHASSEE, FLORIDA</sup>

1. The name of the Limited Liability Company is:

S.R. Beard & Associates, LLC

2. The name and the Florida street address of the registered agent and office are:

Angel Rene Rodriguez

(Name)

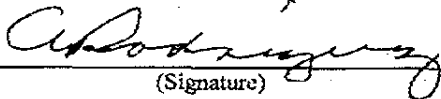
335 Ibis Lane

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Satellite Beach, FL 32937

(City/State/Zip)

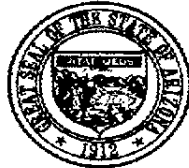
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION

CERTIFICATE OF GOOD STANDING

To all to whom these presents shall come, greeting:

I, Brian C. McNeil, Executive Secretary of the Arizona Corporation Commission, do hereby certify that

*****S. R. BEARD & ASSOCIATES, L.L.C.*****

a domestic limited liability company organized under the laws of the State of Arizona, did organize on the 2nd day of December 1998.

I further certify that according to the records of the Arizona Corporation Commission, as of the date set forth hereunder, the said limited liability company is not administratively dissolved for failure to comply with the provisions of A.R.S. section 29-601 et seq., the Arizona Limited Liability Company Act; and that the said limited liability company has not filed Articles of Termination as of the date of this certificate.

This certificate relates only to the legal existence of the above named entity as of the date issued. This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's condition or business activities and practices.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capital, this 31st Day of March, 2004, A. D.




Executive Secretary

By Pam Bedard