

P06213

Florida Department of State

Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H150002804853)))



H150002804853ABC0

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000C00023
Phone : (850) 205-8842
Fax Number : (850) 878-5368

FILED
2015 NOV 24 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
FOSTER WHEELER USA CORPORATION**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$35.00

Name Chg

NOV 25 2015

I ALBRITTON

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

P06213

(Document number of corporation (if known))

1. Foster Wheeler USA Corporation

(Name of corporation as it appears on the records of the Department of State)

2 Delaware

(Incorporated under laws of)

3.05/29/1985

(Date authorized to do business in Florida)

FILED
2013 NOV 24 AM 8:00
TALLAHASSEE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 11/02/2015

5. Amec Foster Wheeler USA Corporation

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

BP *James H. G. G.*
(Signature of a director, president, or other officer)

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Dominick S. May

(Typed or printed name of person signing)

Vice President

(Title of person signing)

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "FOSTER WHEELER USA CORPORATION", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "AMEC FOSTER WHEELER USA CORPORATION" ON THE SECOND DAY OF NOVEMBER, A.D. 2015, AT 10:55 O'CLOCK A.M.

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 "AMEC FOSTER WHEELER USA CORPORATION" WAS INCORPORATED ON THE TWENTIETH DAY OF DECEMBER, A.D. 1973.



797215 8320
SR# 20151045776

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 10477797
Date: 11-23-15

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "FOSTER WHEELER USA CORPORATION", CHANGING ITS NAME FROM "FOSTER WHEELER USA CORPORATION" TO "AMEC FOSTER WHEELER USA CORPORATION", FILED IN THIS OFFICE ON THE SECOND DAY OF NOVEMBER, A.D. 2015, AT 10:55 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



797215 8100
SR# 20150730588

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 10343827
Date: 11-02-15

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:55 AM 11/02/2015
FILED 10:55 AM 11/02/2015
SR 20150730588 - File Number 797215

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
of Foster Wheeler USA Corporation
(a Delaware Corporation)

Foster Wheeler USA Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of Foster Wheeler USA Corporation be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:


"FIRST: The name of the Corporation is
Amec Foster Wheeler USA Corporation"

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given *unanimous* written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.**

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

FOURTH: That this Certificate of Amendment of the Certificate of Incorporation shall be effective on November 2, 2015.

Signed on October 27, 2015



A handwritten signature in dark ink, appearing to read 'Javier Palencia Garcia', is written over a horizontal line. The signature is stylized with a large, looped initial 'J'.

By: Javier Palencia Garcia. – President and Chief Executive Officer