

ELIAS, MEGINNES, RIFFLE & SEGHETTI, P.C.

JOHN S. ELIAS
BRIAN J. MEGINNES
ROBERT M. RIFFLE
MICHAEL R. SEGHE
TROY N. PUDIK

416 MAIN STREET, SUITE 1400
PEORIA, ILLINOIS 61602
TELEPHONE: (309) 637-6000
FACSIMILE: (309) 637-8514

09544-011

June 30, 1999

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

700002926787--2
-07/09/99--01002--017
*****43.75 *****43.75

Ladies and Gentlemen:

Enclosed please find the following documents:

- (1) Application by Foreign Profit Corporation to file Amendment to Application for Authorization to Transact Business in Florida, in duplicate, for QST Environmental Inc., whereby it changed its name to Environmental Science & Engineering, Inc.;
- (2) Check in the amount of \$43.75 made payable to Florida Department of State; and
- (3) Certified copy of Certificate of Amendment of QST Environmental Inc. changing its name to Environmental Science & Engineering, Inc.

After filing, please return the certified copy to the undersigned. Please note the enclosed letter whereby Environmental Science & Engineering, Inc. is changing its name to QST Environmental Inc.

If you have any questions, please call me.

Very truly yours,

Brian J. Meginnes

BJM/vsp
199-1287
Enclosures

FILED
99 JUL -6 PM 2:11
CLERK OF STATE
TALLAHASSEE, FLORIDA
P26473
NW cert copy
4/8 7-9-99

(Pursuant to s. 607.1504, F.S.)

(1-3 MUST BE COMPLETED)

2. Delaware
Incorporated under laws of _____
3. October 17, 1989
Date authorized to do business in Florida _____

(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

- ## New Jurisdiction

June 30, 1999
Date

<u>President</u>	<u>Title</u>
------------------	--------------

FILED
99 JUL -6 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, 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 "QST ENVIRONMENTAL INC.", CHANGING ITS NAME FROM "QST ENVIRONMENTAL INC." TO "ENVIRONMENTAL SCIENCE & ENGINEERING, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JUNE, A.D. 1999, AT 4:30 O'CLOCK P.M.

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




Edward J. Freel, Secretary of State

2111010 8100

991266684

AUTHENTICATION:

9839334

DATE:

06-30-99

QST ENVIRONMENTAL INC.

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

QST Environmental Inc., a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

I. That the Board of Directors of QST Environmental Inc., 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 Restated Certificate of Incorporation of said Corporation:

RESOLVED, that the Restated Certificate of Incorporation of QST Environmental Inc. be amended by changing the name of the Corporation from "QST Environmental Inc." to "Environmental Science & Engineering, Inc."

II. That in lieu of a meeting and vote of stockholders, the sole stockholder has given its Unanimous Written Consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

III. 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.


IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of Certificate of Incorporation to be signed by Scott E. State, its Chairman, this 29th day of June, 1999.

QST ENVIRONMENTAL INC.

By:


Scott E. State
Chairman

ATTEST:


J. Michael Zink
Assistant Secretary

199-1232