

P34793

**SCHEPISI & McLAUGHLIN, P. A.**

A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

473 SYLVAN AVENUE

REPLY TO: P.O. BOX 1313

ENGLEWOOD CLIFFS, N.J. 07632-1313

JOHN A. SCHEPISI\*  
PETER M. LESCHNER\*  
SILVANA D. PASO\*  
DENISE J. WALTUCH\*†  
GARY S. NEWMAN\*†  
NATALIE A. ZAMMITTI°

OF COUNSEL

RICHARD D. McLAUGHLIN\*

\* MEMBER NJ & NY BAR  
† MEMBER FL BAR  
° MEMBER NY BAR

TELEPHONE: (201) 569-9898  
TELEX NO.: 642138  
TELEFAX: (201) 569-5350  
OUR FILE NO.

September 13, 1999

600002989706--7  
-09/17/99-01048-007  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Amendment Section  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

**Re: A.G. Lichtenstein & Associates, Inc. name change  
Our File No.: 400949**

Dear Sir/Madam:

Please be advised that this office represents the above named corporation. I enclose herewith an executed Profit Corporation Application by a Foreign Profit Corporation to file an Amendment to their Application for Authorization to Transact Business in Florida. In addition, enclosed please find a check in the amount of \$43.75 to cover the filing costs as well as the cost to receive a certified copy of the filed form.

Furthermore, please return the enclosed original Certificate of Amendment from the State of New Jersey in the self-addressed stamped envelope enclosed.

Should you have any questions or concerns regarding the foregoing, please feel free to contact me **by telephone**.

Very truly yours,

SCHEPISI & McLAUGHLIN, P.A.

*Natalie Zammitti*  
Natalie A. Zammitti, Esq.

FILED  
99 OCT 15 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Encl.

*mc*  
T. LEWIS OCT 15 1999

**SCHEPISI & MCLAUGHLIN, P. A.**

**A PROFESSIONAL CORPORATION**

**ATTORNEYS AT LAW**

**473-SYLVAN AVENUE**

**REPLY TO: P.O. BOX 1313**

**ENGLEWOOD CLIFFS, N.J. 07632-1313**

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TELEPHONE: (201) 569-9898

TELEX NO.: 642138

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OUR FILE NO.

October 11, 1999

Amendment Section  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

**Re: A.G. Lichtenstein & Associates, Inc. name change  
Our File No. 400494**

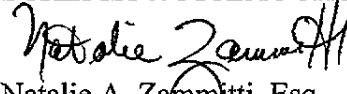
Dear Sir/Madam:

Pursuant to your September 22, 1999 letter, enclosed please find an original certified copy of the Certificate of Amendment for the above referenced Corporation's domicile state. Please continue to process our prior request to change the company's name from A.G. Lichtenstein & Associates, Inc. under which name it is currently doing business in your state, to Lichtenstein Consulting Engineers, Inc.

Should you have any questions or concerns regarding the foregoing, please feel free to contact me **by telephone.**

Very truly yours,

SCHEPISI & MCLAUGHLIN, P.A.

  
Natalie A. Zammitti, Esq.

Encl.



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

September 22, 1999

NATALIE A. ZAMMITTI, ESQ.  
SCHEPISI & MCLAUGHLIN, P.A.  
P. O. BOX 13131  
ENGLEWOOD CLIFFS, NJ 07632-1313

SUBJECT: A. G. LICHTENSTEIN & ASSOCIATES, INCORPORATED  
Ref. Number: P34793

We have received your document for A. G. LICHTENSTEIN & ASSOCIATES, INCORPORATED and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The certificate from the state of incorporation evidencing the name change, must be an original certified copy by the proper state official who have custody of the records. The attached is not certified.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

RECEIVED  
99 OCT 15 AM 10:30  
DIVISION OF CORPORATIONS  
Thelma Lewis  
Corporate Specialist Supervisor

Letter Number: 199A00046350

**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.)

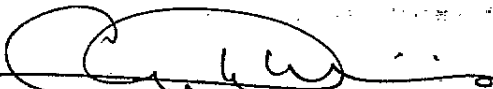
**SECTION I**  
**(1-3 MUST BE COMPLETED)**

99 OCT 15 PM 3:40  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. A. G. Lichtenstein & Associates, Incorporated  
Name of corporation as it appears on the records of the Department of State.
2. New Jersey 3. July 24, 1991  
Incorporated under laws of Date authorized to do 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? July 23, 1999
5. Lichtenstein Consulting Engineers, Inc.  
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
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

  
Signature

9/7/99  
Date

Charles M. Minervino, P.E.  
Typed or printed name

Vice President  
Title

COMBINED UNANIMOUS WRITTEN CONSENT  
OF ALL THE DIRECTORS AND  
SHAREHOLDERS OF  
A.G. LICHTENSTEIN & ASSOCIATES, INC.

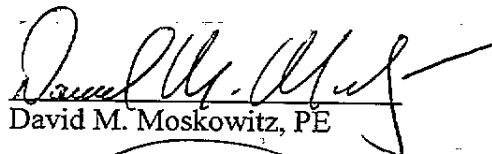
The undersigned being all of the directors and shareholders of **A.G. Lichtenstein & Associates, Inc.**, a New Jersey corporation (the "**Corporation**"), hereby adopt the following resolutions by written unanimous consent:

**RESOLVED**, that the Corporation amend its Certification of Incorporation to change the name of the Corporation to "Lichtenstein Consulting Engineers, Inc."

**RESOLVED**, that the proper officers of the Corporation be, and each of them hereby is, authorized to take all further actions and execute and deliver all such further agreements, instruments, certificates and documents, in the name and of behalf of the Corporation and its corporate seal or otherwise, as in their judgement shall be necessary, proper or advisable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted hereby; and it is further

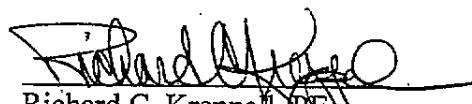
**RESOLVED**, that this unanimous written consent be placed in the minute books of the Corporation.


2<sup>nd</sup> **IN WITNESS WHEREOF**, the undersigned have hereunto set their hands as this of June, 1999.

  
David M. Moskowitz, PE

  
Charles M. Minervino, PE

  
Joseph J. Pullaro, PE

  
Richard C. Kreppel, PE

  
Michael A. Nathan, PE

  
E. Allen Randall, PE

Federal Employer Identification No. 22-1831777

CGN

CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF

**FILED**

JUL 23 1999

James A. DiIulterio, Jr.  
State Treasurer

A.G. LICHTENSTEIN & ASSOCIATES, INC.

Pursuant to Section 14A:9-2(4) and Section 14A:9-4(3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation.

1. The name of the Corporation is A.G. Lichtenstein & Associates, Inc.
2. The following amendment to the Certificate of Incorporation was approved by the directors and therefore duly adopted by the shareholders of the corporation on the 2nd day of June, 1999;

Resolved, that Article 1 of the Certificate of Incorporation be amended to read as follows:

1. The name of the Corporation is: Lichtenstein Consulting Engineers, Inc.
3. The number of shares outstanding at the time of the adoption of the amendment was 1230.  
The total number of shares entitle to vote 1230.
4. The number of shares voting for and against such amendments is as follows: Unanimous.
5. The amendment is to become effective upon date of filing.
6. Pursuant to section 14A:9-4(1) the manner in which this Amendment to the Certificate of Incorporation of A.G. Lichtenstein & Associates, Inc. changing the corporate name to Lichtenstein Consulting Engineers, Inc. , was authorized by the unanimous written consent of the shareholders of said Corporation dated and adopted 7-6-99.

IN WITNESS WHEREOF, the undersigned President has executed and subscribed this Certificate on

7-6-99

*Gisela L. Simko*  
GISELA L. SIMKO  
NOTARY PUBLIC OF NEW JERSEY  
MY COMMISSION EXPIRES MAY 30, 2000

1146080000

A.G. LICHTENSTEIN & ASSOCIATES, INC.

BY: *David M. Moskowitz*

DAVID M. MOSKOWITZ, PRESIDENT

Dated this 6<sup>th</sup> day of July, 1999

COMBINED UNANIMOUS WRITTEN CONSENT  
OF ALL THE DIRECTORS AND  
SHAREHOLDERS OF  
A.G. LICHTENSTEIN & ASSOCIATES, INC.

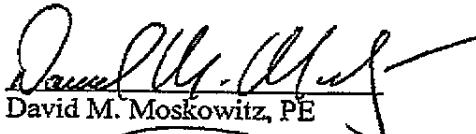
The undersigned being all of the directors and shareholders of **A.G. Lichtenstein & Associates, Inc.**, a New Jersey corporation (the "Corporation"), hereby adopt the following resolutions by written unanimous consent:

**RESOLVED**, that the Corporation amend its Certification of Incorporation to change the name of the Corporation to "Lichtenstein Consulting Engineers, Inc."

**RESOLVED**, that the proper officers of the Corporation be, and each of them hereby is, authorized to take all further actions and execute and deliver all such further agreements, instruments, certificates and documents, in the name and of behalf of the Corporation and its corporate seal or otherwise, as in their judgement shall be necessary, proper or advisable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted hereby; and it is further

**RESOLVED**, that this unanimous written consent be placed in the minute books of the Corporation.

2<sup>nd</sup> IN WITNESS WHEREOF, the undersigned have hereunto set their hands as this  
of June, 1999.

  
David M. Moskowitz, PE

  
Charles M. Minervino, PE

  
Joseph J. Pullaro, PE

  
Richard C. Kreppen, PE

  
Michael A. Nathan, PE

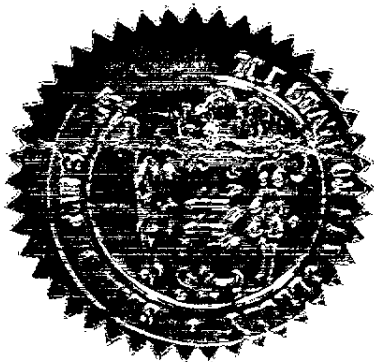
  
E. Allen Randall, PE

STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
FILING CERTIFICATION (CERTIFIED COPY)

LICHTENSTEIN CONSULTING ENGINEERS, INC.

*I, the Treasurer of the State of New Jersey,  
do hereby certify, that the above named business  
did file and record in this department the below  
listed document(s) and that the foregoing is a  
true copy of the  
Certificate Of Amendment  
as the same is taken from and compared with the  
original(s) filed in this office on the date set  
forth on each instrument and now remaining on file  
and of record in my office.*

IN TESTIMONY WHEREOF, I have  
hereunto set my hand and  
affixed my Official Seal  
at Trenton, this  
6th day of October, 1999



*Roland M Machold*

Roland M Machold  
Treasurer