

ET CORPORATION

P37484

CORPORATION(S) NAME

Dames & Moore Group, Inc.

Changed Anne to: URS Holdings, Inc.

FILED
2002 FEB 20 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

400004961364--5
02/20/02 01059-005
*****35.00 *****35.00

<input type="checkbox"/> Profit	<input checked="" type="checkbox"/> (X) Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> (x) Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> (x) Pick Up
<input type="checkbox"/> Mail Out		

RECEIVED
02 FEB 20 AM 11:09
DIVISION OF CORPORATE REGS
TALLAHASSEE, FLORIDA

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

2/19/02

Order#: 5106716

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

N.C.
C. Coulter FEB 20 2002

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)

1. DAMES & MOORE GROUP, INC.
Name of corporation as it appears on the records of the Department of State.
2. DELAWARE 3. FEB. 13, 1992
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? JAN. 30, 2002

5. URS HOLDINGS, 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.

no change
New Duration

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

no change
New Jurisdiction


Signature

Feb. 8, 2002
Date

Kristin L. Jones
Typed or printed name

Assistant Secretary
Title

FILED
2002 FEB 20 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

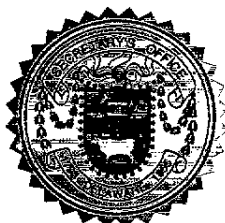
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "DAMES & MOORE GROUP", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "URS HOLDINGS, INC.", THE THIRTIETH DAY OF JANUARY, A.D. 2002, AT 9 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.



2256592 8320

020078882

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1599790

DATE: 02-06-02