

Filing fee: \$150.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

Corp. I.D. # 20614

APPLICATION FOR CERTIFICATE OF AUTHORITY OF

HDR Engineering, Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is HDR Engineering, Inc.

SECOND: The name which it elects to use in Rhode Island is

HDR Engineering, Inc.

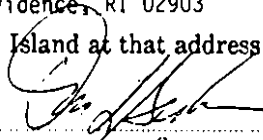
(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Nebraska

FOURTH: The date of its incorporation is March 19, 1985 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 8404 Indian Hills Drive, Omaha, NE 68114

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at that address is C T Corporation System



Signature

Don L. Butler, Asst. Vice President

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

To provide engineering and incidental architectural services by and through engineers and architects duly licensed in the State of Rhode Island and all other activities not prohibited by the laws of the State of Rhode Island. (A business corporation; not a professional corporation.)

Rec'd & Filed NOV 27 1992

AMT#29
90470

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
See Exhibit "A"	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
10,000	Common Stock	N/A	\$1.00

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
100	Common Stock	N/A	\$1.00

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 2,897,000

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$.00

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 125,000,000.

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$.00.

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated November 23, 1992

HDR Engineering, Inc.

[Exact Corporate Name of Corporation Making Application]

By Richard R. Bell

Richard R. Bell Its ----- President

and Louis J. Pachman

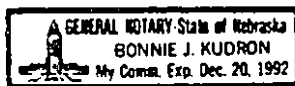
Louis J. Pachman Its ----- Secretary

STATE OF Nebraska

COUNTY OF Douglas

} Sc.

At Omaha, Nebraska in said County on the 23rd day
of November 1992, before me personally appeared
Richard R. Bell, who being by me first duly sworn, declared that
he is the President of HDR Engineering, Inc.,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.



(NOTARIAL SEAL)

Bonnie J. Kudron

Notary Public

Bonnie Kudron

11/92

EXHIBIT "A"

HDR ENGINEERING, INC.

List of Officers
and Directors

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Francis Jelensperger	205 North 127th Plaza Omaha, NE 68154	<u>Director</u>
Richard R. Bell	12941 Lafayette Ave. Omaha, NE 68154	<u>Director</u> , President and Chief Executive Officer
Franklin A. Borchardt	206 West Waring Valley, NE 68064	<u>Director</u> and Executive Vice President
Jay A. Campbell	5524 30th Street N.W. Washington, DC 20015	<u>Director</u> and Executive Vice President
Gordon L. Culp	3607 93rd Avenue, S.E. Mercer Island, WA 98040	<u>Director</u> and Executive Vice President
William F. Ettlich	3417 Strolling Hills Rd. Cameron Park, CA 95682	<u>Director</u> and Executive Vice President
James K. Haney	6001 Travis Woods Cove Austin, TX 78734	<u>Director</u> and Executive Vice President
Donald R. Krebs	6605 Naomi Drive Edina, MN 55435	<u>Director</u> and Executive Vice President
Dale E. McMichael	108 So. 85th St. Apt.29 Omaha, NE 68114	<u>Director</u> and Executive Vice President
James H. Suttle	3802 North 95th Street Omaha, NE 68134	<u>Director</u> and Executive Vice President
Henry H. Benjes, Jr.	7312 Williamswood Dallas, TX 75252	Executive Vice President
James E. Abbott	8677 Iris Street Arvada, CO 80005	Senior Vice President
David S. Backer	7793 S. Nevada Drive Littleton, CO 80120	Senior Vice President
Charles L. Baker	2023 Carmel Road Charlotte, NC 28226	Senior Vice President
Leroy E. Baker	16587 Nina Circle Omaha, NE 68130	Senior Vice President

11/92

Gary L. Bleeker	15411 N.E. 54th Street Redmond, WA 98052	Senior Vice President
Terence C. Cox	15025 Cuming Omaha, NE 68154	Senior Vice President
William M. Dowd	12850 Binney Street Omaha, NE 68164	Senior Vice President
William B. Hagood	7229 Eudora Drive Dallas, TX 75230	Senior Vice President
Arthur W. Hedgren, Jr.	168 Thousand Oaks Dr. Pittsburgh, PA 15241	Senior Vice President
William R. Hindman	5616 Vinewood Drive Garland, TX 75043	Senior Vice President
Dennis C. Hirschbrunner	3385 Prairie Lane Columbus, NE 68601	Senior Vice President
Victor W. Korf, Jr.	2609 60th CT NW Olympia, WA 98502	Senior Vice President
Bode M. A. Labode	14624 Patrick Circle Omaha, NE 68116	Senior Vice President
Robert E. Linkner	2541 Robin Hill Drive Charlotte, NC 28210	Senior Vice President
Kim C. Marshall	2312 E. Concorda Tempe, AZ 85282	Senior Vice President
Richard J. McCormack	424 Bosphorus Avenue Tampa, FL 33606	Senior Vice President
Arthur J. Meyer	6506 Santolina Cove Austin, TX 78731	Senior Vice President
Paul R. Ombruni	12423 Hickory Road Omaha, NE 68144	Senior Vice President
Ronald F. Ott	130-13th Avenue Kirkland, WA 98033	Senior Vice President
Edward H. Power	2563 Landview Circle Virginia Beach, VA 23454	Senior Vice President
William H. Raleigh	4805 South 167th Avenue Omaha, NE 68135	Senior Vice President
David J. Reardon	3388 Sage Drive Cameron Park, CA 95682	Senior Vice President

11/92

William L. Ryan	3521 Nova Circle Anchorage, AK 99517	Senior Vice President
Robert C. Sallach	2321 Brandermill Place Charlotte, NC 28226	Senior Vice President
David J. Schlotthauer	763 North 163rd Street Omaha, NE 68118	Senior Vice President
Mary K. Wees	3313 N. 130th Circle Omaha, NE 68164	Senior Vice President
Bruce R. Willey	4750 S.W. Wichita St. Tualatin, OR 97062	Senior Vice President
Robert B. Williams	3820 Fairway Drive Cameron Park, CA 95682	Senior Vice President
Kenneth M. Barrett	2634 Cole Creek Lane Rock Hill, SC 29732-1570	Vice President
James W. Booty	11809 Sand Creek Dr. Coon Rapids, MN 55433	Vice President
Conrad P. Bridges	2862 Holly Hills Lane Cameron Park, CA 95682	Vice President
William W. Brinker	1515 E. Goldsmith Dr. Highland Ranch, CO 80126	Vice President
Clarence T. Casperson	8420 Wesley Drive Minneapolis, MN 55427	Vice President
Donald J. Castro	8219 Tradd Court Charlotte, NC 28210	Vice President
Kenneth L. Choffel	12611 Dove Valley Austin, TX 78729	Vice President
Paul E. Cooke	7 Appletree Road Bethel, CT 06801	Vice President
H. Lee Cronister, Jr.	477 Biscay Drive Garland, TX 75043	Vice President
Ricky E. Cunningham	8202 Arlington Drive Omaha, NE 68134	Vice President
Lee M. Cutler	900 Farnam St.#816 Omaha, NE 68102	Vice President
Mark R. Dalton	2343 St. Elias Drive Anchorage, AK 99517	Vice President

11/92

Glenn H. Dostal	13320 Lake Street Omaha, NE 68164	Vice President
Ernest A. Dozzi	10224 Hanover Hollow Charlotte, NC 28210	Vice President
Raymond J. Eineigl	12804 NE 39th St. Bellevue, WA 98005	Vice President
Robert E. Evenson	1848 Shorewood Lane Mound, MN 55364	Vice President
Carl D. Feske	5455 Broad Branch Rd. Washington, DC 20015	Vice President
Risa W. Fisher	8923 Vista View Drive Dallas, TX 75243	Vice President
R. Gary Fuller	2904 E Otero Littleton, CO 80122	Vice President
Debra M. Galway	9505 Central Avenue Orangevale, CA 95662	Vice President
Ralph W. Gilbert, Jr.	1000 Wade Lane Oakmont, PA 15139	Vice President
Herbert W. Grubb	1507 W. 39 1/2 St. #301 Austin, TX 78756	Vice President
David G. Hammond	8416 S.E. 33 Pl. Mercer Island, WA 98040	Vice President
Eugene H. Hanson	611 Martin Drive North Bellevue, NE 68005	Vice President
Ferris E. Heaston	401 East Muriel Dr. Phoenix, AZ 85022	Vice President
Karl D. Henrichsen	16568 Elm Street Omaha, NE 68130	Vice President
W. Roger Johnson	21520 - 91 St. East Sumner, WA 98390	Vice President
David A. Kleveter	10213 Ohern Street Omaha, NE 68127	Vice President
Robert P. Knudsen	10211 Woodridge Lane Omaha, NE 68124	Vice President
Anthony H. Krutsch	7723 188th St., S.E. Snohomish, WA 98290	Vice President

11/92

Lawrence A. Kyle	26435 Lombardy Road Mission Viejo, CA 92692	Vice President
Vance G. Lee	517 E. Carter Drive Tempe, AZ 85282	Vice President
Robert B. Lutz, Jr.	3705 Oakridge Circle Garland, TX 75040	Vice President
Neil H. MacDonald	2600 Fairview Ave. E. Seattle, WA 98102	Vice President
Russell D. Menke	S. 3310 Division St. Spokane, WA 99203	Vice President
Paul J. Moritz	4501 Asperwood Trail Minnetonka, MN 55345	Vice President
Joseph D. Murdoch	41 Bob Hill Road Ridgefield, CT 06877	Vice President
Johannes B. Neethling	2205 Amherst Way El Dorado Hills, CA 95630	Vice President
Richard M. Niedergeses	10305 Sunburst Lane Omaha, NE 68134	Vice President
Wendell P. Palmer	3101-B High Glen Drive Charlotte, NC 28269	Vice President
Russell J. Peterson	6244 Glenwood Road Omaha, NE 68132	Vice President
David A. Pivetti	1000 Westwood Ct. El Dorado Hills, CA 95630	Vice President
Charles C. Plummer	10911 Sahler Street Omaha, NE 68164	Vice President
Robert C. Riede	11720 Burt Street #X-2 Omaha, NE 68154	Vice President
Marc J. Rogoff	12003 Nicklaus Circle Tampa, FL 33624	Vice President
Tom M. Sanders	9912 Harney Parkway S Omaha, NE 68114	Vice President
Joseph W. Schilli	4 Martine Ave.Apt.1601 White Plains, NY 10606	Vice President
Robert A. Sciacchitano	705 Wild Cherry Ct. Chesapeake, VA 23320	Vice President

11/92

Edwin E. Smith	4132 W. Denton Lane Phoenix, AZ 85019	Vice President
Pirchia P. Standish-Lee	6240 Barcelona Court Loomis, CA 95650	Vice President
Steven T. Sturgeon	336 South 158th Avenue Omaha, NE 68118	Vice President
Donald L. Tanner	202 Haugh Drive Pittsburgh, PA 15237	Vice President
David J. Traeger	4015 Wakeman Dr. Council Bluffs, IA 51501	Vice President
Leonard F. Tria, Jr.	8448 Delaware Drive Spring Hill, FL 34607	Vice President
Jerrold J. Troyan	5088 Deerwood Drive Shingle Springs, CA 95682	Vice President
Thomas H. Twining	2574 Redwood Way Clearwater, FL 34621	Vice President
Richard J. Vensas	1141 N. Northwest Hwy. Park Ridge, IL 60068	Vice President
William H. Wadsworth	108 S. Lincoln Ave. Tampa, FL 33609	Vice President
John F. Williams	120 Greenridge Avenue White Plains, NY 10605	Vice President
Mark L. Wollschlager	6970 Jonquil Lane North Maple Grove, MN 55369	Vice President
Robert J. Jerabek	1606 S. 114th Street Omaha, NE 68144	Treasurer
Louis J. Pachman	5008 Chicago Street Omaha, NE 68132	Secretary
Bonnie J. Kudron	12954 Browne Street Omaha, NE 68164	Asst. Secretary