

Filing Fee: \$20.00

ID Number: 69618



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH,
BY THE CORPORATION

Pursuant to the provisions of Sections 7-1.1-12 or 7-1.1-107 of the General Laws, 1956, as amended, the undersigned corporation submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Rhode Island:

1. The name of the corporation is: Woodward-Clyde International-Americas
2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
123 Dyer Street, Providence, RI 02903
3. The address of the NEW registered office is:
Suite 900, 170 Westminster Street, Providence, RI 02903
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
CT Corporation System
5. The name of the NEW registered agent is:
Corporation Service Company
6. The change of address of the registered office, or the appointment of a new registered agent, or both, as the case may be, shall become effective upon the filing of this statement, or on Upon Filing
(a date not more than 30 days after filing this statement)
7. The change was authorized by resolution duly adopted by its board of directors.

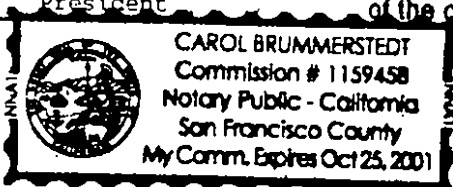
Woodward-Clyde International-Americas

(Name of Corporation)

By James R. Miller
James R. Miller, President

STATE OF CALIFORNIA
COUNTY OF SAN FRANCISCO

In San Francisco, CA on this 19th day of May, 1998, personally appeared before me James R. Miller who, being by me first duly sworn, declared that he/she is the President of said corporation and that he/she signed the foregoing document as President of the corporation, and that the statements therein contained are true.



Carol Brummerstedt
Notary Public

My Commission Expires: Oct. 25, 2001