

Filing Fee: \$150.00
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 109432



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

ORIGINAL APPLICATION FOR CERTIFICATE OF AUTHORITY

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:

- 1. The name of the corporation is Middough Associates Inc.
- 2. It is incorporated under the laws of Ohio
- 3. The name which it elects to use in Rhode Island is Middough Associates, Inc.

(If 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.)

- 4. The date of its incorporation is September 1, 1978 and the period of its duration is Perpetual
- 5. The address of its principal office in the state or country under the laws of which it is incorporated is 1901 East 13th Street, Ste.300, Cleveland, Ohio 44114
- 6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street
(Street)
Providence, RI 02903 and the name of its proposed registered agent in
(City/Town) (Zip Code)
Rhode Island at that address is C T Corporation System

- 7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
See attached purpose clause

- 8. The names and respective addresses of the directors and officers are:

	Name	Address
Director	<u>See attached list of directors.</u>	
Director		
President	<u>See attached list of</u>	
Vice President		
Secretary		
Treasurer		

65. NOV 2 5Z 1999
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SECRETARY OF STATE

FILED
NOV 29 1999
By 234230

Appendix to Rhode Island
Application for Certificate of Authority

**Purpose Clause of
Middough Associates Inc.**

To engage in the practice of engineering consulting. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Rhode Island.

MIDDOUGH ASSOCIATES INC. DIRECTORS & OFFICERS

11/1/99

Anthony D. Donofrio, Director, Vice President & CFO	1901 E. 13 th Street Cleveland, OH 44113
Raymond E. Hess, Director and Vice President	1901 E. 13 th Street Cleveland, OH 44113
George E. Hlavacs, Director, Executive Vice President & Secretary	1901 E. 13 th Street Cleveland, OH 44113
Gregory A. Koss, Director & Vice President	1901 E. 13 th Street Cleveland, OH 44113
Ronald R. Ledin, Director, President, CEO & Treasurer	1901 E. 13 th Street Cleveland, OH 44113
William V. Middough, Director	1901 E. 13 th Street Cleveland, OH 44113
William Novak, Senior Vice President	1901 E. 13 th Street Cleveland, OH 44113
Andrew W. Oravetz, Senior Vice President	1901 E. 13 th Street Cleveland, OH 44113
John Osgood, Vice President	999 Oakmont, Suite 400 Westmont, Illinois 60559



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

BOARDS FOR DESIGN PROFESSIONALS

BOARD OF EXAMINATION AND REGISTRATION OF ARCHITECTS

BOARD OF EXAMINERS OF LANDSCAPE ARCHITECTS

BOARD OF REGISTRATION FOR PROFESSIONAL ENGINEERS

BOARD OF REGISTRATION FOR PROFESSIONAL LAND SURVEYORS

1 CAPITOL HILL, 3rd FLOOR, PROVIDENCE, R.I. 02908-5860

(401) 222-2565 Fax: (401) 331-8691

SANDRA WILLIAMS
SECRETARY OF STATE'S OFFICE
100 N. MAIN STREET
PROVIDENCE, RI 02903

20 OCTOBER 1999

Pursuant to the provisions of Title 5, Chapter 8, Paragraph 24, of the Rhode Island General Laws, these firms here and named have been approved for a Certificate of Authorization to practice or offer to **practice engineering** within the State of Rhode Island. Any firm which has not been approved and issued a Certificate of Authorization shall not be permitted pursuant to the provisions of Title 5, Chapter 8 of the Rhode Island General Laws to practice or offer to practice engineering within this state. If you have any questions, please feel free to contact the Board and/or its legal counsel at 222-2565.

These firms listed below have been reviewed by the Board on 20 OCTOBER 1999. These firms are APPROVED pending receipt of a Certificate of Good Standing or letter of registration of foreign corporation from your office.

ADTEK ENGINEERS, INC.

THE LOUIS BERGER GROUP, INC.

CARTER & BURGESS DESIGN GROUP, INC.

HERZOG-HART CORP.

J & Y ENGINEERING SERVICES, INC.

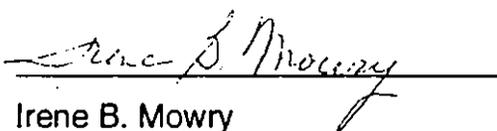
MCNAMARA/SALVIA, INC.

MIDDOUGH ASSOCIATES INC.

TXU SEM COMPANY

WESTOWER COMMUNICATIONS INC.

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SECRETARY OF STATE
CORPORATIONS DIV.
OCT 25 2 24 PM '99



Irene B. Mowry
Administrative Aide

20 OCTOBER 1999



State of Ohio
Department of State

Sherrod Brown
Secretary of State

Date 7/12/59

Number 522045

Receipt No. 21838

Received of BAKER & HOSTETLER
or filed by

6703-1925 0410

The sum of \$ 35.00 for filing AMA CHP CPF of

~~60703-1925~~

MIDDOUGH ASSOCIATES INC.

Returned to:

BAKER & HOSTETLER
ATT: J. MARKET
65 E. STATE ST.
COLUMBUS, OH 43215

21838

RECEIPT

AMA \$ 35.00
CHP _____
CPF _____

Name: SEC 6001 MIDDOUGH ASSOCIATES INC.
Total Fee: \$ 35.00



Department of State

The State of Ohio

Sherrod Brown
Secretary of State

60703-1926

522045

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: AMA CHP CPF

_____ of:
MIDDOUGH ASSOCIATES INC.

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll 6715 at Frame 127 of
the Records of Incorporation and Miscellaneous Filings

Witness my hand and the seal of the Secretary of State, at the
City of Columbus, Ohio, this 23rd day of JULY,

A.D. 19 1926



Sherrod Brown
Sherrod Brown
Secretary of State

60783-1927

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7-3-89
35.00

CERTIFICATE OF ADOPTION
OF
FIRST AMENDED ARTICLES OF INCORPORATION
OF
MIDDOUGH ASSOCIATES INC.

Ronald R. Ledin, President, and Bruce E. McEwen, Secretary, of Middough Associates Inc., an Ohio corporation (the "Corporation"), do hereby certify that the following is a true, correct and complete copy of the resolution duly adopted on January 31, 1989, and Exhibit A to such resolution, by the unanimous consent of the shareholders of the Corporation in a written action approved and signed as specified in Section 1701.54 of the Ohio Revised Code; and that the said resolutions are valid and binding, and have not been amended, modified or rescinded since said date, and are in full force and effect on the date hereof;

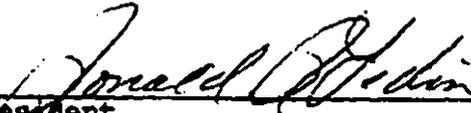
ADOPTION OF AMENDED ARTICLES OF INCORPORATION

RESOLVED, that the Articles of Incorporation of the Corporation be, and the same hereby are, superseded in their entirety and the First Amended Articles of Incorporation attached hereto as Exhibit A

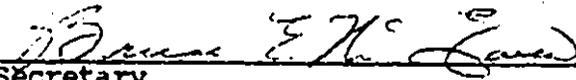
89783-1928

be, and they hereby are, substituted
therefor.

IN WITNESS WHEREOF, Ronald R. Ledin, President, and
Bruce E. McEwen, Secretary, of Middough Associates Inc. acting
for and on behalf of the Corporation hereunto subscribe their
names this 31st day of January, 1989.



President



Secretary

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EXHIBIT A

FIRST AMENDED ARTICLES OF INCORPORATION

OF

MIDDOUGH ASSOCIATES INC.

~~The undersigned individuals, desiring to form a corporation under Chapter 1701 of the Ohio Revised Code, do hereby certify:~~

FIRST: The name of the corporation shall be MIDDOUGH ASSOCIATES INC.

SECOND: The place in the State of Ohio where the principal office of the corporation is to be located is the City of Cleveland, Cuyahoga County.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive, of the Ohio Revised Code.

FOURTH: The number of shares which the corporation is authorized to have outstanding is one thousand (1,000), all of which shall be Common Shares, without par value.

FIFTH: No holder of shares of the corporation of any class shall be entitled as such, as a matter of right, to subscribe for or purchase shares of any class, now or hereafter authorized, or to subscribe for or purchase securities convertible into or exchangeable for shares of the corporation or to which shall be attached or appertain any warrants or rights

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entitling the holder thereof to subscribe for or purchase shares, except such rights of subscription or purchase, if any, for such considerations and upon such terms and conditions as its Board of Directors from time to time may determine.

SIXTH: Notwithstanding any provision of Ohio Revised Code Sections 1701.01 to 1701.98, inclusive, now or hereafter in force, requiring for the authorization or taking of any action the vote or consent of the holders of shares entitling them to exercise two-thirds or any other proportion of the voting power of the corporation or of any class or classes of shares thereof, such action, unless otherwise expressly required by law or these Articles of Incorporation, may be authorized or taken by the vote or consent of the holders of shares entitling them to exercise a majority of the voting power of the corporation or of such class or classes of shares thereof.

SEVENTH: To the extent permitted by law, the corporation, by action of its Board of Directors, may purchase or otherwise acquire shares of any class issued by it at such times, for such considerations and upon such terms and conditions as its Board of Directors may determine.

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SCS 1/18/89

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UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE

I, J. Kenneth Blackwell, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 6 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at
Columbus, Ohio, this 3rd day of
November A.D. 1999



J. Kenneth Blackwell
J. KENNETH BLACKWELL
Secretary of State

By: C. Cenci

NOTICE: This is an official certification only when reproduced in red ink