

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

71736

Corp. I.D. # 04-2931679

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

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 Vanasse Hangen Brustlin, Inc.

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

Vanasse Hangen Brustlin, 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 Commonwealth of Massachusetts

FOURTH: The date of its incorporation is September 2, 1986 and the period of its duration is No Limitation

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 101 Walnut Street, Watertown, Massachusetts 02172

SIXTH: The address of its proposed registered office in Rhode Island is 530 Broadway, Providence, RI 02909 and the name of its proposed registered agent in Rhode Island at that address is Robert Shaw

Robert E. Hangen
Signature

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are to perform, consult, advise or assist in the planning, environmental and engineering aspects of all proper transportation operations; and to engage in, transact and carry on, as principal or agent, singularly or in conjunction with any other person or persons, (individual, corporate or otherwise) any and all other businesses or activities which may be lawfully engaged in by a business corporation under the laws of the State of Rhode Island or of the United States.

Richard E. Hanger	President	22 Farm Street, Medfield, MA 02052
	Vice President	
Robert S. Brustlin	Secretary	19 Sheffield Road, Boxford, MA 01921
John J. Kennedy	Treasurer	98 Wayside Inn Road, Framingham, MA 01701
Ronald Thompson	Director	37 Appaloosa Drive, Methuen, MA 01844
David Bohn	Director	43 Spring Lane, Sharon, MA 02067
James Fuda	Director	76 Hemlock Drive, Norwell, MA 02061
Francis O'Callaghan	Director	81 Watervale Road, Medford, MA 02155

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>
15,000	Common		No par value

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>
843	Common		No par value

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 1,000,000

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 1,000,000

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 24,000,000

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 \$ 3,000,000

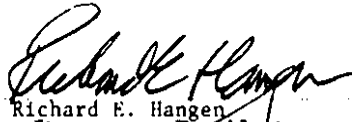
FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated January 26, 1993

Vanasse Hangen Brustlin, Inc.

[Exact Corporate Name of Corporation Making Application]

By


Richard E. Hangen
Its President

and

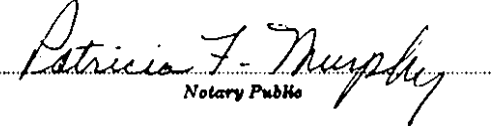

Robert S. Brustlin
Its Secretary

STATE OF Massachusetts

COUNTY OF Suffolk

} Sc.

At Vanasse Hangen Brustlin, Inc., in said County on the 26th day
of January, 1993, before me personally appeared Richard E. Hangen
and Robert S. Brustlin, who being by me first duly sworn, declared that
they ~~have~~^{are} the President and Secretary of Vanasse Hangen Brustlin, Inc.,
that he signed the foregoing document as such President and Secretary of the
corporation, and that the statements therein contained are true.


Notary Public

(NOTARIAL SEAL)

RECEIVED
FEB 1 1993

FEB 1 4 15 PM SJ

11/166

RECEIVED FEB 1 1993

C O R S

C S P A T I E H P C

A S S A N C E

ISSUE DATE 12/09/92

PRODUCER
STOKER, BARNH & LUND
401 EDGEWATER PLACE
SUITE 500
WAKEFIELD, MA 01880

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW.

COMPANIES PROVIDING COVERAGE

INSURED
VANASSE HANGEN BRUSTLIN
101 WALNUT STREET
P.O. BOX 9151
WATERTOWN MA 02372

COMPANY
LETTER A HOLYOKE MUTUAL
COMPANY
LETTER B TRAVELERS INSURANCE CO.
COMPANY
LETTER C CONNECTICUT INDEMNITY CO.
COMPANY
LETTER D
COMPANY
LETTER E

COVERAGE

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS, AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

TYPE	TYPE OF INSURANCE	POLICY NUMBER	POLICY EFF. DATE	POLICY EXP. DATE	LIMITS
A	GENERAL LIABILITY	B038170872905	02/06/92	02/06/93	GENERAL AGGREGATE \$ 1,000,000
	[X] Commercial General Liability				PRODUCTS-COM/OP AGGREGATE \$ 1,000,000
	[] Claims Made [X] Occur.				PERSONAL & ADV. INJURY \$ 1,000,000
	[] Owner's & Contractor's Prot.				EACH OCCURRENCE \$ 1,000,000
	[]				FIRE DAMAGE (any one fire) \$
A	AUTOMOBILE LIABILITY	FA387007400	03/12/92	03/12/93	INFO. EXPENSE (any one person) \$
	[] Any Auto				COMBINED SINGLE \$ 500,000
	[] All Owned Autos				LIMIT
	[X] Scheduled Autos				BODILY INJURY \$
	[X] Hired Autos				(Per person)
A	[X] Non-Owned Autos	206041098	02/06/92	02/06/93	BODILY INJURY \$
	[] Garage Liability				(Per accident)
	[]				PROPERTY DAMAGE \$
	[]				
	[]				
A	UMBRELLA LIABILITY	6065114794392	07/01/92	07/01/93	EACH OCCURRENCE \$ 5,000,000
	[X] UMBRELLA FORM				AGGREGATE \$ 5,000,000
	[] Other Than Umbrella Form				
	[]				
	[]				
B	WORKER'S COMPENSATION	6065114794392	07/01/92	07/01/93	[X] STATUTORY LIMITS
	AND				EACH ACCIDENT \$ 500,000
	EMPLOYERS' LIABILITY				DISEASE-POLICY LIMIT \$ 500,000
	[]				DISEASE-EACH EMPLOYEE \$ 500,000
	[]				
A	BUSINESS OWNERS	B038170872905	02/06/92	02/06/93	VALUABLE
	POLICY				PAPERS \$100,000
	[]				
	[]				
	[]				

DESCRIPTION OF OPERATIONS/LOCATIONS/VEHICLES/SPECIAL ITEMS

CERTIFICATE HOLDER CANCELLATION

STATE OF RHODE ISLAND
ATTN: SECRETARY OF STATE
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, THE ISSUING COMPANY WILL NOTIFY THE CERTIFICATE HOLDER BY MAIL 10 DAYS WRITTEN NOTICE TO THE CERTIFICATE HOLDER NAMED TO THE EFFECT THAT FAILURE TO MAIL SUCH NOTICE SHALL IMPOSE NO OBLIGATION OR LIABILITY OF ANY KIND UPON THE COMPANY, ITS AGENTS OR REPRESENTATIVES.

AUTHORIZED REPRESENTATIVE

ACORD CERTIFICATE OF INSURANCE

ISSUE DATE 01/08/93

PRODUCER
STOKER, DAMON & LUND
401 EDGEWATER PLACE
SUITE 500
WAKEFIELD, MA 01890

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS
NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AMEND,
EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW.

COMPANIES AFFORDING COVERAGE

INSURED
VANASSE HANGEN BRUSTLIN,
INC.
P.O. BOX 9151
WATERTOWN MA 02272

COMPANY
LETTER A CONNECTICUT INDEMNITY CO.
COMPANY
LETTER B
COMPANY
LETTER C
COMPANY
LETTER D
COMPANY
LETTER E

COVERAGE

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY
PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH
THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE
TERMS, EXCLUSIONS, AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

TYPE OF INSURANCE	POLICY NUMBER	POLICY EFF. DATE	POLICY EXP. DATE	LIMITS
GENERAL LIABILITY				GENERAL AGGREGATE \$
Commercial General Liability				PRODUCTS-COMP/OP AGGREGATE \$
Claims Made / Occur				PERSONAL & ADV. INJURY \$
Owner's & Contractor's Prot.				EACH OCCURRENCE \$
				FIRE DAMAGE (Any one fire) \$
				REB. EXPENSE (Any one person) \$
AUTOMOBILE LIABILITY				COMBINED SINGLE \$
Any Auto				LIMIT
All Owned Autos				BODILY INJURY \$
Scheduled Autos				(Per person)
Hired Autos				BODILY INJURY \$
Non-Owned Autos				(Per accident)
Garage Liability				PROPERTY DAMAGE \$
EXCESS LIABILITY				EACH OCCURRENCE \$
UMBRELLA FORM				AGGREGATE \$
Other Insd Umbrella Form				
WORKER'S COMPENSATION AND EMPLOYERS' LIABILITY				STATUTORY LIMITS
				EACH ACCIDENT \$
				DISEASE-POLICY LIMIT \$
				DISEASE-EACH EMPLOYEE \$

A	ARCH. & ENGRS. PROF. LIAB.	PLS90862/DEX	07/19/92	07/19/93	ANNUAL AGGREGATE	\$1000000
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DESCRIPTION OF OPERATIONS/LOCATIONS/VEHICLES/SPECIAL ITEMS
FOR PROFESSIONAL LIABILITY COVERAGE, THE AGGREGATE LIMIT IS THE TOTAL INSURANCE
AVAILABLE FOR ALL COVERED CLAIMS PRESENTED WITHIN THE POLICY PERIOD. THE LIMIT
WILL BE REDUCED BY PAYMENTS OF INDEMNITY AND EXPENSE.

CERTIFICATE HOLDER CANCELLATION

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE
EXPIRATION DATE THEREOF, THE CANCELLATION SHALL BE EFFECTIVE TO

STATE OF RHODE ISLAND
ATTN: SECRETARY OF STATE
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

MAIL 10 DAYS WRITTEN NOTICE TO THE CERTIFICATE HOLDER NAMED TO THE
LEFT, BUT FAILURE TO MAIL SUCH NOTICE SHALL IMPOSE NO OBLIGATION OR
LIABILITY OF ANY KIND UPON THE COMPANY, ITS AGENTS OR REPRESENTATIVES.
AUTHORIZED REPRESENTATIVE

[Signature]



VANASSE/HANGEN
60 Birmingham Boulevard
Boston, Massachusetts 02126
617 782 7000

Consulting Engineers
& Planners

February 4, 1987

Ref: Admin

Mr. John S. Renza
Director
R.I. DEPARTMENT OF
EMPLOYMENT SECURITY
Public Relations Office
24 Mason Street
Providence, RI 02903

Re: Name Change - Vanasse/Hangen, Inc.
Federal I.D.# 04-293-1679

Dear Mr. Renza:

Effective February 1, 1987 Vanasse/Hangen, Inc. has changed its corporate name from Vanasse/Hangen, Inc. to Vanasse Hangen Brustlin, Inc. No other changes were made.

Please make the necessary changes to your records and send me any applicable forms.

Thank you for your anticipated cooperation.

Very truly yours,

VANASSE HANGEN BRUSTLIN, INC.

Robert R. Vokes
Chief Financial Officer

RRV/mlm

143644

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION
GENERAL LAWS, CHAPTER 156B, SECTION 12

I hereby certify that, upon an examination of the within-written articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$125 having been paid, said articles are deemed to have been filed with me this

January 1979 18th day of

Effective date

Michael Joseph Connolly

MICHAEL JOSEPH CONNOLLY

Secretary of the Commonwealth

PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT
TO BE FILLED IN BY CORPORATION

TO:

MR. RICHARD HANGEN

184 HIGH STREET

BOSTON, MA 02110

Telephone 482-0749

FILING FEE: 1/20 of 1% of the total amount of the authorized capital stock with par value, and one cent a share for all authorized shares without par value, but not less than \$125. General Laws, Chapter 156B. Shares of stock with a par value of less than one dollar shall be deemed to have par value of one dollar per share.