

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF
ENSR Corporation

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
ENSR Corporation

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

(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 Delaware

FOURTH: The date of its incorporation is December 2, 1968 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 1209 Orange Street, Wilmington, Delaware 19801

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, R. I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

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

Environmental and consulting activities and all lawful purposes permitted under the laws of Rhode Island.

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

<u>Name</u>	<u>Office</u>	<u>Address</u>
See Attached Rider	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>
1,000	Common		\$.01

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>
1,000	Common		\$.01

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 10,000,000.

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ -0-

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 100,000,000.

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 \$ 250,000.

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.

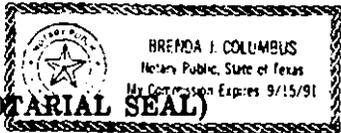
Dated August 29th, 19 88

ENSR Corporation
[Exact Corporate Name of Corporation Making Application]

By Michael A. Baker
Michael A. Baker, Its Vice President
and Joan B. Edwards
Joan B. Edwards, Its Secretary

STATE OF TEXAS }
COUNTY OF HARRIS } Sc.

At 5:00 p.m. in said County on the 29th day
of August 19 88, before me personally appeared
Michael A. Baker, who being by me first duly sworn, declared that
he is the Vice President of ENSR Corporation,
that he signed the foregoing document as such Vice President of the
corporation, and that the statements therein contained are true.



Brenda J. Columbus
Notary Public

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.

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OFFICERS AND DIRECTORS
OF
ENSR CORPORATION

Robert M. Zoch, Jr.	President Director
Dick Brown	Vice President Director
Michael A. Baker	Vice President Director
John Goodrich	Vice President
Neil J. DePascal, Jr.	Treasurer
Joan B. Edwards	Secretary
Wilfred Nelson	Assistant Secretary
Karolyn J. Ratajczak	Assistant Secretary
J. Michael Walker	Assistant Treasurer
Carmen Rivers	Assistant Treasurer

ALL OFFICERS AND DIRECTORS
LOCATED AT:

3000 Richmond Avenue
Houston, Texas 77098

ENSR

ENSR Corporation

3000 Richmond Ave.
Houston, Texas 77098
713-520-9494

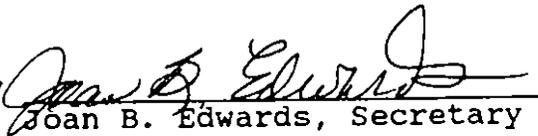
July 15, 1988

RE: ENSR Corporation

Gentlemen:

Please cancel the name registration for the above Texas corporation in order to allow the qualification of ENSR Corporation, a Delaware corporation.

ENSR CORPORATION
a Texas corporation

BY 
Joan B. Edwards, Secretary

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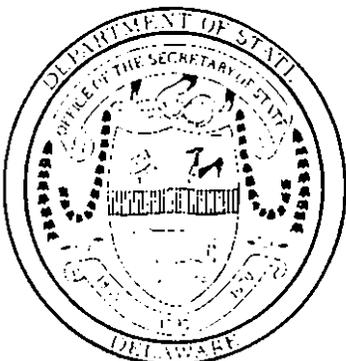


State of DELAWARE



Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
~~Certificate of~~ Restated Certificate of Incorporation
filed in this office on January 8, 1980



Michael Harkins

Michael Harkins, Secretary of State

BY: *M. L. Miles*

DATE: July 20, 1988