

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

76048

Corp. ID. # 22-3067354

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

ABS QUALITY EVALUATIONS, 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, 1966, 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 ABS QUALITY EVALUATIONS, INC.

SECOND: The name which it elects to use in Rhode Island is
ABS QUALITY EVALUATIONS, 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 Delaware

FOURTH: The date of its incorporation is 13 March 1990 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 c/o Prentice-Hall - 32 Lockerman Square - Suite 1-10
Dover, Delaware 19901

SIXTH: The address of its proposed registered office in Rhode Island is Suite 900,
170 Westminster Street, Providence 02903 and the name of its proposed registered agent in Rhode Island at that address is The Prentice-Hall Corporation System, Inc.

The Prentice-Hall Corporation System, Inc.
By: Vicki Schreiber, Auct. V.P.
Signature

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

To evaluate the quality control and quality assurance programs of marine and industrial organizations against industrial and commercial standards.

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FILED

MAR 11 1994

BY MESSY HISSSE

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

<u>Name</u>	<u>Office</u>	<u>Address</u>
Frank J. Larossi	Director	121 N. Post Oak Lane #606-Houston, Texas 77024
Elizabeth A. Potts	Director	11 Flatcreek Place - The Woodlands, TX 77381
Robert C. Sutton	Director	7 Switchbud Place - The Woodlands, TX 77380
Frank J. Larossi	Chairman	address same as above
Elizabeth A. Potts	President	address same as above
Robert C. Sutton	Vice President	address same as above
Timothy Lutzell	Secretary Vice Pres.	3410 Redwood Lodge Court - Kingwood, TX 77339
Robert J. Bauerle	Sec. / Treasurer	5714 Vestavia Drive - Houston, Texas 77069
Joseph F. Vorbach	Assistant Sec.	39 Smokestone Drive - The Woodlands, TX 77381
William J. O'Brien	Assistant Sec.	15 Hawthorne Way - Hartsdale, NY 10530

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>
1500	Common	-	\$100

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>
20	Common	-	\$100

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 255,000

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 \$ 4,768,000

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 \$ 8,500

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 7th February, 1994

ABS QUALITY EVALUATIONS, INC.
[Exact Corporate Name of Corporation Making Application]

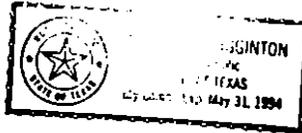
By Elizabeth A. Pitts
Its President
and [Signature]
Its Secretary

STATE OF Texas }
COUNTY OF Harris } Sc.

At 6855 Northchase, Houston, Tx in said County on the 7th day of February 1994, before me personally appeared Elizabeth A. Pitts & Robert J. Bauerle, who being by me first duly sworn, declared that she is the President & he is the Secretary of ABS Quality Evaluations, Inc, that he signed the foregoing document as such officers of the corporation, and that the statements therein contained are true.

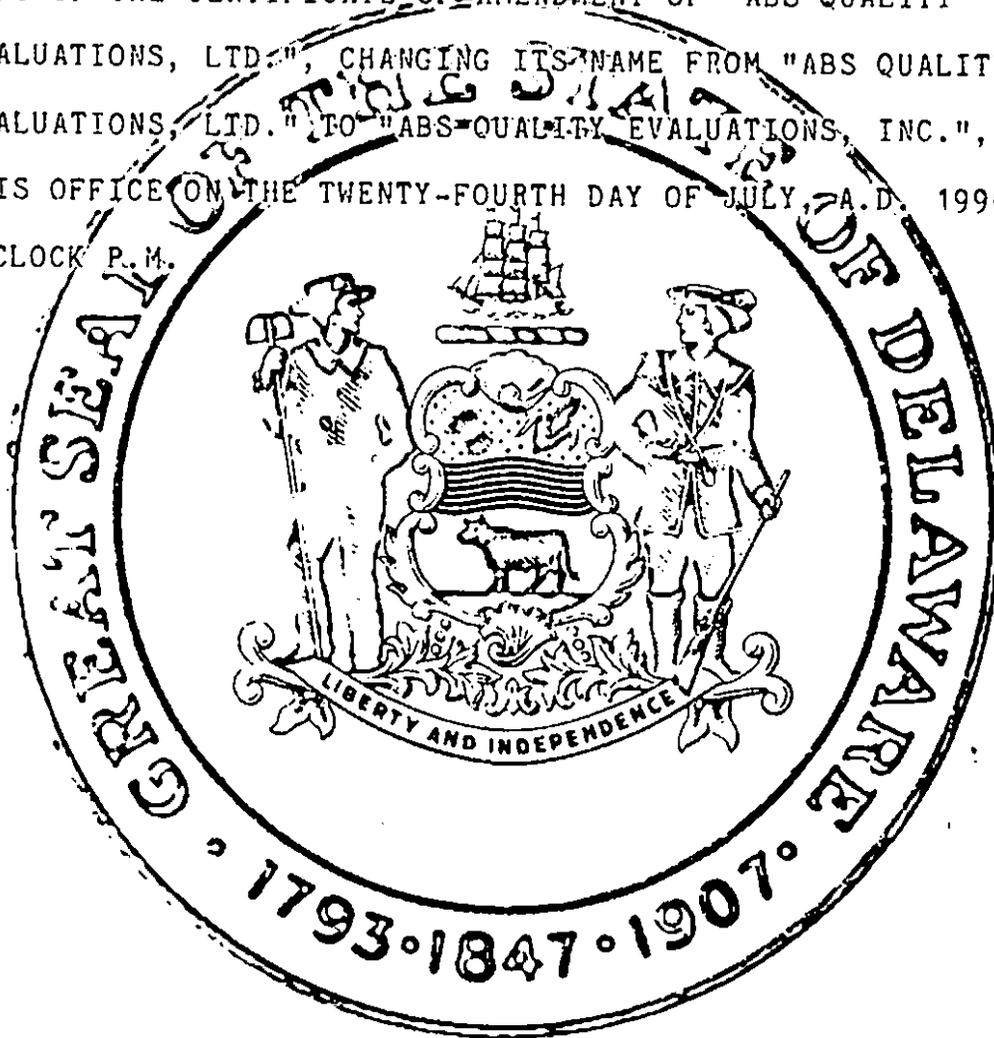
[Signature]
Notary Public

(NOTARIAL SEAL)



Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ABS QUALITY EVALUATIONS, LTD.", CHANGING ITS NAME FROM "ABS QUALITY EVALUATIONS, LTD." TO "ABS QUALITY EVALUATIONS, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF JULY, A.D. 1990, AT 2:15 O'CLOCK P.M.



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION:

7050815

DATE:

03-09-94

2224572 8100

944036342