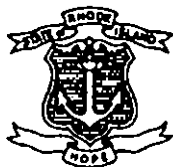


Filing Fee: \$75.00

ID Number: 45172



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

**APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY**

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is De Leuw, Cather & Company
2. A Certificate of Authority was issued to the corporation by the office of the Secretary of State of the State of Rhode Island on December 11, 1987, authorizing it to transact business in Rhode Island under the name of De Leuw, Cather & Company
3. The corporate name of the corporation has been changed to Parsons Transportation Group Inc.

(If no change, so indicate)

4. The name, if different, which it elects to use in Rhode Island is:

(a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited" (or an abbreviation thereof), then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*

(b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this Application:*

5. The corporation desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:

(If no other or additional purposes are proposed, insert "No Change.")

no change

FILED

FEB 05 1999

By 269048

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CORPORATIONS DIVISION

6. If there has been an increase in the authorized shares of the corporation, list the total number of authorized shares, including the increase (If there has been no increase in shares, insert "no change"):

Total Number of
Authorized Shares

Class

Series

Par Value or Statement that
Shares are without Par Value

No change

7. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ N/A.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ N/A.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located _____% [divide (b) by (a) and multiply by 100 to obtain the percentage].
N/A
8. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ N/A.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ N/A.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year _____% [divide (b) by (a) and multiply by 100 to obtain the percentage].
N/A
9. Except as herein modified, the original Application for Certificate of Authority continues in full force and effect and is hereby confirmed, ratified and incorporated by reference into this Application for Amended Certificate of Authority.

Dated September 30, 1998

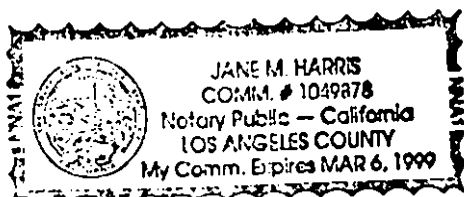
Parsons Transportation Group Inc.
Exact Corporate Name of Corporation Making Application)

By Curtis A. Bower
☐ President or ☒ Vice President (check one)
Curtis A. Bower, Executive Vice President

AND
By Richard M. Henderson
☐ Secretary or ☒ Assistant Secretary (check one)
Richard M. Henderson

STATE OF
COUNTY OF

In Pasadena, CA, on this 30th day of September, 1998, personally appeared before me Curtis A. Bower & Richard M. Henderson, an officer of the corporation, who, under oath, verified that the information contained in this Application is true and accurate.



Jane M. Harris
Notary Public
My Commission Expires: March 6, 1999

State of Illinois
Office of
The Secretary of State

Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF
INCORPORATION OF
DE LEUW, CATHER & COMPANY
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 2ND day of NOVEMBER A.D. 19 98 and of the Independence of the United States the two hundred and 23RD .



George H. Ryan

Secretary of State