

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION

100 NORTH MAIN STREET

PROVIDENCE, RI 02903

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

Corp. I.D. #

81578

Jacobs Engineering Group 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, 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 Jacobs Engineering Group Inc.

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

(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 January 8, 1987 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 The Corporation Trust Company, Corporation Trust Center, 1209-Orange-Street, Wilmington, Delaware 19801-

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

Signature

Thomas C. Totaro, Asst. Vice Pres.

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

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. To engage in business of mechanical engineering and to do any and all things necessary of incidental thereto.

10-11-87 11:10

FILED

OCT 12 1994

By

JBH
130642

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

<u>Name</u>	<u>Office</u>	<u>Address</u>
See attached list of directors	Director	
	Director	
	Director	
See attached list of officers	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>
60,000,000	Common	(No series)	\$1.00
1,000,000	Preferred	(No series)	\$1.00

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>
24,973,349	Common	(No series)	\$1.00

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 34,600,000

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 \$ 433,000,000

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 \$ 10,000

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 JUNE 29, 1994

Jacobs Engineering Group Inc.
(Exact Corporate Name of Corporation Making Application)

By Noel G. Watson
Noel G. Watson

Its President

and W. C. Markley, III
W. C. Markley, III

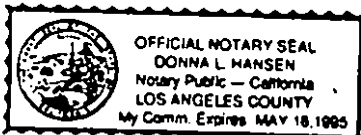
Its Asst. Secretary

STATE OF California }
COUNTY OF Los Angeles } Sc.

At Pasadena in said County on the 29th day
of June 1994, before me personally appeared W. C.
Markley, III, who being by me first duly sworn, declared that
he is the Assistant Secretary of Jacobs Engineering Group Inc.
that he signed the foregoing document as such Assistant Secretary of the
corporation, and that the statements therein contained are true.

Donna L. Hansen
Notary Public

(NOTARIAL SEAL)



1. The first part of the document is a list of the names of the persons who were present at the meeting. The names are listed in alphabetical order.

**Jacobs Engineering Group Inc.
List of Officers & Directors**

Business Address	Title
Noel G. Watson 251 S. Lake Ave. Pasadena, CA 91101	President and Chief Executive Officer
William R. Kerler 251 S. Lake Avenue Pasadena, CA 91101	Executive Vice President Operations
Gregory J. Landry 251 S. Lake Avenue Pasadena, CA 91101	Senior Vice President, Quality & Safety
Paul A. Miskimin 251 S. Lake Ave. Pasadena, CA 91101	Senior Vice President, Federal Programs
John W. Prosser, Jr. 251 S. Lake Ave. Pasadena, CA 91101	Senior Vice President, Finance & Administration Treasurer, Asst. Secretar
Richard J. Slater 251 S. Lake Ave. Pasadena, CA 91101	Group Vice President, European Region
Gerald L. Stevenson 251 S. Lake Ave. Pasadena, CA 91101	Senior Vice President, General Sales
Nazim G. Thawerbhoy 251 S. Lake Ave. Pasadena, CA 91101	Senior Vice President & Controller
Andrew E. Carlson 251 S. Lake Ave. Pasadena, CA 91101	Group Vice President, Construction
Donald J. Boutwell 4848 Loop Central Drive Houston, TX 77081	Group Vice President, Construction

Jacobs Engineering Group Inc.
List of Officers & Directors

Business Address	Title
Thomas R. Hammond 4848 Loop Central Dr. Houston, TX 77081	Group Vice President, Central Region
John McLachlan 1880 Waycross Road Cincinnati, OH 45240	Group Vice President, Northern Region
Arlan C. Emmert 251 S. Lake Ave. Pasadena, CA 91101	Group Vice President, Western Region
Roger L. Williams 1212 New York Ave, N.W. Suite 1050 Washington, D.C. 2006	Group Vice President, Southern Region
William C. Markley, III 251 S. Lake Ave. Pasadena, CA 91101	Vice President, Law Asst. Secretary
Robert M. Barton, Esq. 4400 MacArthur Blvd. Suite 700 Newport Beach, CA 92660	Secretary
Robert H. Klugman 333 S. Grand Ave., 37th Fl. Los Angeles, CA 90071-1599	Assistant Secretary

**Jacobs Engineering Group Inc.
List of Officers & Directors**

Home Address	Title	SSN
Dr. Joseph J. Jacobs 335 W. Bellevue Dr. Pasadena, CA 91105	Chairman of the Board	073-14-8252
Joseph F. Alibrandi 16560 Parklane Circle Los Angeles, CA 90049	Director	030-20-1804
Robert M. Barton, Esq. 2762 Bayshore Drive Newport Beach, CA 92663	Director	495-20-9226
Peter H. Dailey 1999 Oak Knoll Ave. San Marino, CA 91108	Director	573-38-9046
Linda K. Jacobs 451-1/2 Jersey Ave. Jersey City, NJ 07302	Director	560-70-3943
James C. LaForce 10581 Wyton Drive Los Angeles, CA 90024	Director	560-32-4425
David M. Petrone 2301 Webster Palo Alto, CA 94301	Director	570-64-4425
James L. Rainey, Jr. 4009 Birdneck Edmond, OK 73034	Director	303-30-5699
John W. Simmons 384 Meadow Grove St. Flintridge, CA 91001	Director	160-16-6199
Noel G. Watson 870 Greenridge La Canada, CA 91011	Director	504-30-2835



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

STATE BOARD OF REGISTRATION FOR PROFESSIONAL ENGINEERS
CHARLES ORMS BUILDING
10 Orms Street
Suite 324
Providence, R.I. 02904-2228
(401) 277-2565

27 September 1994

JACOBS ENGINEERING GROUP INC.
251 S. LAKE AVE.
PASADENA CA 91101

Dear Sir/Madam:

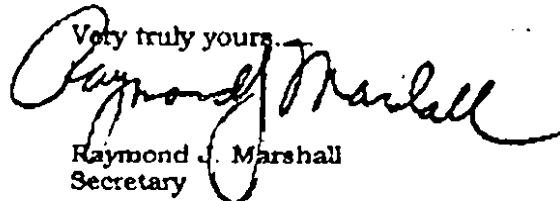
Your application for issuance of a Certificate of Authorization has been reviewed and approved by the Rhode Island Board of Registration for Professional Engineers at their meeting of 21 September 1994. In accordance with the procedures adopted by this Board, you are requested to provide the following information upon receipt of which the Board will issue your Certificate of Authorization.

The document requested by the Board is a Certificate of Good Standing, issued by the Rhode Island Secretary of State's Office, indicating that at the present time your corporate entity is in good standing insofar as registration procedures required by the Secretary of State's Office. The Board is requesting that the original certificate of such notice be provided to wit prior to the issuance of a Certificate of Authorization by this Board.

As has been indicated, upon receipt of this document, the Board will issue your Certificate of Authorization. If you have any questions, please feel free to contact this Board through its secretary or legal counsel.

You can contact the Secretary of State's Office by calling (401) 277-3040. Ask for corporations and explain you need the necessary papers to become registered in the State of Rhode Island.

Very truly yours,


Raymond J. Marshall
Secretary

RJM/fm

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "JEC ACQUISITION CO.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF JANUARY, A.D. 1987, AT 10 O'CLOCK A.M.



Edward J. Freel, Secretary of State

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AUTHENTICATION:

7264392

DATE:

10-10-94