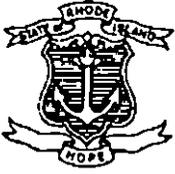


AMENDMENT FILED ONLY IN STATE OF R.I. - CERTIFIED
Filing Fee: \$75.00 Copies NOT Required. ID Number: 72493



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

BUSINESS CORPORATION

APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

FILED
JUL 11 10 15 AM '01
CORPORATIONS DIVISION
STATE OF RHODE ISLAND

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 Gale Associates, Inc.
2. It is incorporated under the laws of Massachusetts
3. A Certificate of Authority was issued to the corporation by the office of the Secretary of State of the State of Rhode Island on May 5, 1993, authorizing it to transact business in Rhode Island under the name of:
Gale Consultants, Inc.

4. The corporate name of the corporation has been changed to No Change
(If no change, so indicate.)

5. 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:*

6. 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.")

FILED
JUL 11 2001
Ce # 63
By 367408

Gale Associates, Inc. wishes to add the practice of Professional Architecture to its existing statement of purpose in the transaction of business in Rhode Island. It should be noted that Gale Associates, Inc. is a Massachusetts corporation, and under the laws of the Commonwealth, is licensed to practice both engineering and architecture.

7. 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
500	Common	N/A	Shares have No Par Value

8. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 375,000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.
- (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, is 0%. [divide (b) by (a) and multiply by 100 to obtain the percentage]
9. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 10,000,000.
- (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 \$ 100,000.
- (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 is 1%. [divide (b) by (a) and multiply by 100 to obtain the percentage]
10. 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.

Date: July 10, 2001

Gale Associates, Inc.
 Print Exact Name of Corporation Making Application

By [Signature]
 President or Vice President (check one)

By [Signature] ^{AND} [Signature]
 Secretary or Assistant Secretary (check one)

STATE OF Massachusetts
 COUNTY OF Plymouth

In Pembroke, MA, on this 10th day of July, 2001, personally appeared before me Jon F. Lindberg who, being by me first duly sworn, declared that he/she is the Vice President/Treasurer of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

[Signature]
 Notary Public Bruce P. White
 My Commission Expires: 8/23/02



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

BOARDS FOR DESIGN PROFESSIONALS

BOARD OF EXAMINATION AND REGISTRATION OF ARCHITECTS

BOARD OF EXAMINERS OF LANDSCAPE ARCHITECTS

BOARD OF REGISTRATION FOR PROFESSIONAL ENGINEERS

BOARD OF REGISTRATION FOR PROFESSIONAL LAND SURVEYORS

1 CAPITOL HILL, 3rd FLOOR, PROVIDENCE, R.I. 02908-5860

(401) 222-2565 Fax: (401) 222-5744

28 June 2001

GALE ASSOCIATES, INC.
33 RIVERSIDE DRIVE
PEMBROKE, MA 02359-1938

Dear Sir/Madam:

Every annual application for Certificate of Authorization to practice must be approved by the Secretary of State. In the first year, said approval must be accompanied by a Certificate of Authorization. On subsequent years, renewals must be accompanied by a Certificate of Good Standing from the Secretary of State's office.

Your Certificate of Authorization has been reviewed and approved by the Rhode Island Board of Examination and Registration of Architects. To complete the process, the following information is requested.

A CERTIFICATE OF GOOD STANDING, not Certificate of Authority, issued by the Rhode Island Secretary of State's Office, indicating that at the present time your corporate entity is in good standing. The Board is requesting that a certificate of good standing be provided within 60 days. THIS LETTER MUST ACCOMPANY YOUR CERTIFICATE OF AUTHORITY APPLICATION TO THE SECRETARY OF STATE'S OFFICE, ALONG WITH THE REQUIRED FEE FOR A CERTIFICATE OF GOOD STANDING,

You can contact the Secretary of State's Office by calling (401) 222-3040. Ask for corporations and explain you need the necessary papers to become registered in the State of Rhode Island.

Upon receipt of this CERTIFICATE OF GOOD STANDING, 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.

Please be advised that until receipt of this CERTIFICATE OF GOOD STANDING your application is considered incomplete and you are not authorized to practice architecture in the state of Rhode Island.

Very truly yours,

BOARD OF EXAMINATION AND
REGISTRATION OF ARCHITECTS

Dana M. Newbrook, NCARB, AIA
Secretary

DMN/dmb