

State of Idaho

Office of the Secretary of State

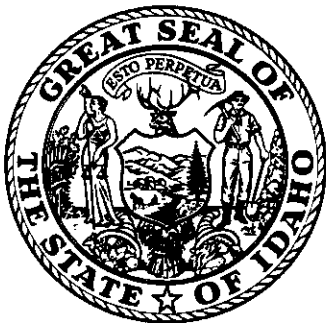
**CERTIFICATE OF AUTHORITY
OF
PARSONS WATER & INFRASTRUCTURE INC.**

File Number C 149246

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: 16 May 2003



Ben Yursa

SECRETARY OF STATE

By *[Signature]*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

03 MAY 16 AM 11:24

SECRETARY OF STATE

The undersigned Corporation applies for a Certificate of Authority and states as follows: STATE OF IDAHO

1. The name of the corporation is:

PARSONS-WATER & INFRASTRUCTURE INC.

2. The name which it shall use in Idaho is: _____

3. It is incorporated under the laws of: Delaware

4. Its date of incorporation is: 12/13/2002

5. The address of its principal office is:

100 West Walnut Street, Pasadena, CA 91124

6. The address to which correspondence should be addressed, if different from item 5, is:

7. The street address of its registered office in Idaho is: c/o C T Corporation System, 300 North 6th Street, Boise, ID 83702

and its registered agent in Idaho at that address is: C T Corporation System

8. The names and respective business addresses of its directors and officers are:

| Name | Office | Address |
|-----------------------|--------|---------|
| <u>SEE ATTACHMENT</u> | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |

Dated: May 13, 2003

Signature: Susan Cole

Typed Name: Susan Cole

Capacity: Vice President

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

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Revised 07/2002

IDAHO SECRETARY OF STATE
05/16/2003 05:00
CK: 1910106984 CT: 2048 BH: 601008
1 @ 100.00 = 100.00 AUTH PRO # 2

C149246

05/12/2003

COMPANY OFFICERS AND DIRECTORS WITH OFFICE ADDRESSES

Parsons Water & Infrastructure Inc.

Director

Curtis A. Bower
Frank A. DeMartino
John A. Scott

Officer

John A. Scott
David L. Backus
Curtis A. Bower
Gary L. Stone
Allan L. Udin
Jesse L. Yoder
Kenneth G. Blakeley
Susan Cole
Ronald Freeland
Sarba Bijoy Ghosh
Robert W. Jones
Ulrich Kappus
Dennis H. Quade
Ian R. Thomsen
Richard J. Trembath
Marvin Williams
Thomas L. Johanson

Title

President
Executive Vice President
Executive Vice President
Senior Vice President and Assistant Secretary
Senior Vice President
Senior Vice President
Vice President and Treasurer
Vice President and Secretary
Vice President
Vice President
Vice President and Assistant Secretary
Vice President
Vice President and Assistant Secretary
Vice President and Assistant Secretary
Vice President
Vice President
Assistant Secretary

Curtis A. Bower 100 West Walnut Street
Pasadena, CA 91124

Frank A. DeMartino 100 West Walnut Street
Pasadena, CA 91124

John A. Scott 100 West Walnut Street
Pasadena, CA 91124

David L. Backus 100 West Walnut Street
Pasadena, CA 91124

Gary L. Stone 100 West Walnut Street
Pasadena, CA 91124

Allan L. Udin Mile High Center
1700 Broadway, Suite 900
Denver, CO 80290

Jesse L. Yoder 10844 Ellis Avenue
Fountain Valley, CA 92708-7018

Kenneth G. Blakeley 100 West Walnut Street
Pasadena, CA 91124

Susan Cole 100 West Walnut Street
Pasadena, CA 91124

05/12/2003

COMPANY OFFICERS AND DIRECTORS WITH OFFICE ADDRESSES

| | |
|----------------------------|--|
| <u>Ronald L. Freeland</u> | 10 E. Baltimore Street, Suite 801 Baltimore, MD 21202 |
| <u>Sarba Bijoy Ghosh</u> | 5390 Triangle Parkway, Suite 100 Norcross, GA 30092 |
| <u>Robert W. Jones</u> | 100 West Walnut Street Pasadena, CA 91124 |
| <u>Ulrich Kappus</u> | Mile High Center 1700 Broadway, Suite 900 Denver, CO 80290 |
| <u>Dennis H. Quade</u> | 100 West Walnut Street Pasadena, CA 91124 |
| <u>Ian R. Thomsen</u> | 100 West Walnut Street Pasadena, CA 91124 |
| <u>Richard J. Trembath</u> | 110 West "A" Street, Suite 1050 San Diego, CA 92101 |
| <u>Marvin Williams</u> | 15770 North Dallas Parkway, Suite 500 Dallas, TX 75248 |
| <u>Thomas L. Johanson</u> | 100 West Walnut Street Pasadena, CA 91124 |

Delaware

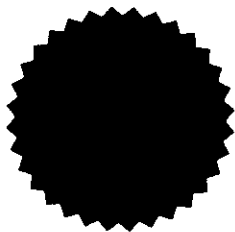
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PARSONS WATER & INFRASTRUCTURE INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF MAY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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030312396

AUTHENTICATION: 2415609

DATE: 05-14-03