

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

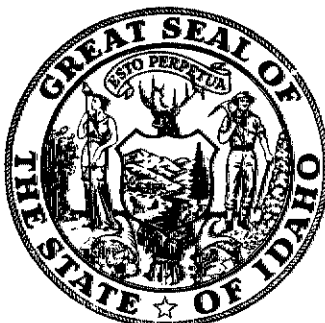
ABS QUALITY EVALUATIONS, INC.

File number C 107713

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ABS QUALITY EVALUATIONS, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to ABS QUALITY EVALUATIONS, INC. to transact business in this State under the name ABS QUALITY EVALUATIONS, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: September 20, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

SEP 20 2 45 PM '94

SECRETARY OF STATE

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is ABS QUALITY EVALUATIONS, INC.

2. The name which it shall use in Idaho is ABS QUALITY EVALUATIONS, INC.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of the State of Delaware

4. The date of its incorporation is 13 March 1990 and the period of its duration,
if other than perpetual, is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is none
Principal Office: 16855 Northchase Drive
Houston, Texas 77060

6. The address to which correspondence should be addressed, if different than item 5, is
c/o American Bureau of Shipping - Two World Trade Center - 106th Floor
New York, New York 10048 ATTENTION: Mr. Barry J. Michaels

7. The street address of its proposed registered office in Idaho is _____
c/o The Prentice-Hall Corporation System, Inc.,
877 Main Street, Boise, Idaho 83702-5858, and the name of its proposed
registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
To evaluate the quality control and quality assurance programs of
marine and industrial organizations against industrial and
commercial standards.

(Continued on reverse)

Submit applications and certificate of status

Office of the Secretary of State
Division of Corporations

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

Name	Office	Address
Frank J. Iarossi	Chairman/ Director	5110 San Felipe, Unit 284 W Houston, Texas 77056
Elizabeth A. Potts	President/ Director	11 Flatcreek Place The Woodlands, Texas 77381
Robert C. Sutton	Vice President/ Director	7 Switchbud Place, #192-247 The Woodlands, Texas 77380
Timothy Leitzell	Vice President	3410 Redwood Lodge Court Kingwood, Texas 77339
Robert J. Bauerle	Secretary/ Treasurer	5714 Vestavia Drive Houston, Texas 77069
William J. O'Brien	Asst. Sec.	15 Hawthorne Way Hartsdale, New York 10530
Joseph E. Vorbach	Asst. Sec.	39 Smokestone Drive The Woodlands, Texas 77381

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, dated within 90 days, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 22 AUGUST 1994

ABS QUALITY EVALUATIONS, INC.

By [Signature] (Corporation name)
Its President/Vice President (please specify)
and [Signature]
Its Secretary/Assistant Secretary (please specify)

STATE OF TEXAS)
COUNTY OF HARRIS) ss:

I, Cathleen Pierantozzi, a notary public, do hereby certify that on this 22nd day of August, 19 94, personally appeared before me Elizabeth A. Potts, who being by me first duly sworn, declared that (s)he is the President of ABS Quality Evaluations, Inc.

that (s)he signed the foregoing documents as President of the corporation and that the statements therein contained are true.

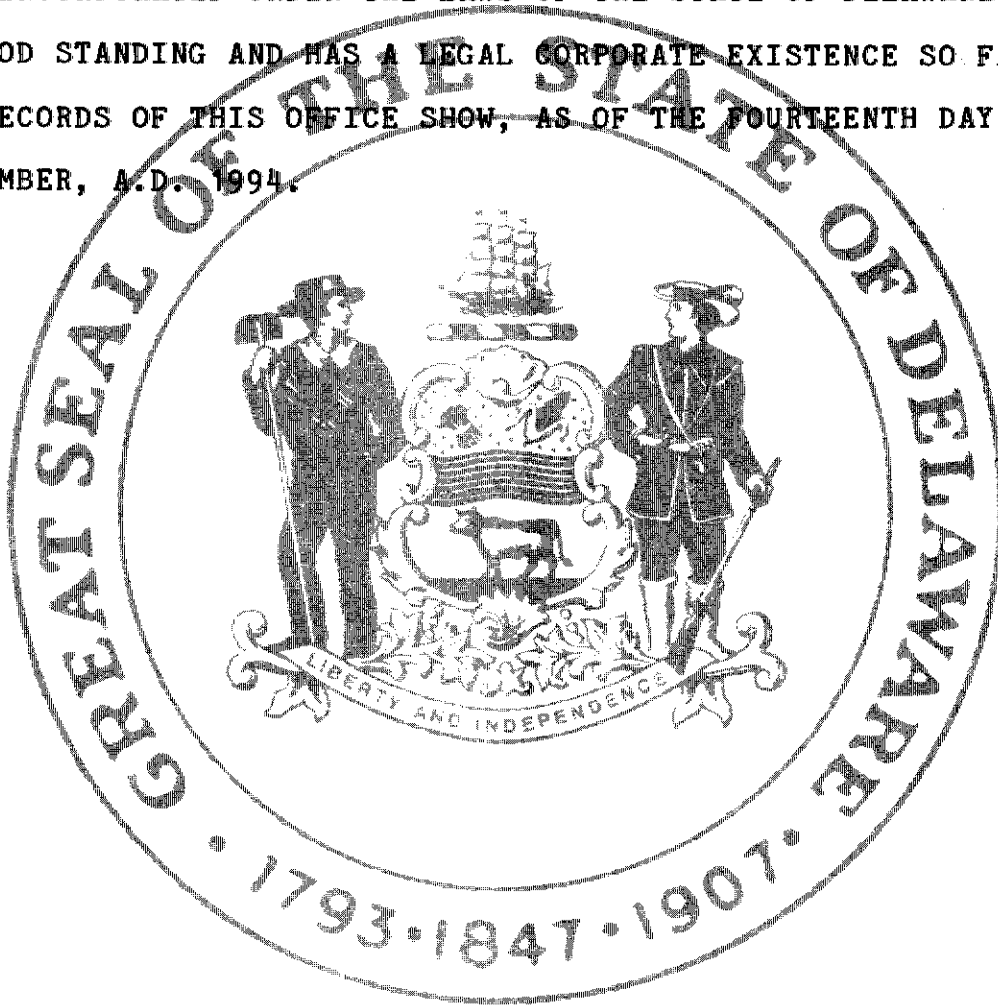
[Signature]
Notary Public

Office of the Secretary of State

~~SEP 20 2 45 PM '94~~

SECRETARY OF STATE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ABS QUALITY EVALUATIONS, 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 SEPTEMBER, A.D. 1994.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

7239249

DATE:

09-14-94