

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

ABT ASSOCIATES INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ABT ASSOCIATES 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 ABT ASSOCIATES INC. to transact business in this State under the name ABT ASSOCIATES INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: December 18, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Jonya Coulson

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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 Abt Associates Inc.

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

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

3. It is incorporated under the laws of Massachusetts

4. The date of its incorporation is January 12, 1965 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is

55 Wheeler Street, Cambridge, Massachusetts 02138

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

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 proposes to pursue in the transaction of business in Idaho are:

Policy research and consulting.

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

Name	Office	Address
See Attached Rider		

DEC 18 9 19 AM '65
SECRETARY OF STATE

(continued on reverse)

Name

Office

Address

- 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, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: November 25, 1991

Abt Associates Inc.
(Corporation Name)

By
 Its President/Vice-President (please specify) Sr. VP/
Treasurer
 and
 Its Secretary/Assistant Secretary (please specify)

STATE OF Massachusetts)
) ss:
 COUNTY OF Middlesex)

I, Patricia A. Murry, a notary public, do hereby certify that on
 this 25th day of November, 19 91, personally appeared before
 me Donald J. Kelliher, who being by me first duly sworn, declared that (s)he
 is the Sr. VP/Treasurer of Abt Associates Inc.

that (s)he signed the foregoing document as Sr. VP/Treasurer of the corporation and that
 the statements therein contained are true.

Notary Public

Abt Associates Inc.
55 Wheeler Street • Cambridge • Massachusetts 02138-1168
Telephone: (617) 492-7100
Fax: (617) 492-5219

**DIRECTORY OF
DIRECTORS AND OFFICERS
AS OF 6/20/91**

* Director
** Director and Clerk

An Equal Opportunity Employer

* Clark C. Abt, Ph.D.
Chairman
Abt Books Inc.
146 Mt. Auburn Street
Cambridge, MA 02138
(617) 661-1300
SS#: 124-20-3278

home: 19 Follen Street
Cambridge, MA 02138
(617) 876-2835

* Henry Aaron, Ph.D.
Director of Economic Studies
The Brookings Institution
1775 Massachusetts Avenue, N.W.
Washington, D.C. 20036
(202) 797-6128
SS#: 550-48-4730

home:
1326 Hemlock Street
Washington, D.C. 20012
(202) 829-7149

Kenneth J. Arrow, Ph.D. (*Emeritus)
Professor, Dept. of Economics
Stanford University
Stanford, CA 94305
(415) 497-9165

home:
580 Constanzo Street
Stanford, CA 94305
(415) 327-3957

Helen E. Bakeman
Vice President
92 Lexington Street
Belmont, MA 02178
(617) 484-6486

Effective Date: 7/01/85

Michael P. Battaglia, ABD
Vice President
15 Mohawk Road
Arlington, MA 02174
(617) 643-7078

Effective Date: 6/26/90

Marianne Beauregard
Vice President
P. O. Box 292
Hanover, NH 03755
(603) 298-8022

Effective Date: 6/20/91

* Daniel Bell, Ph.D.
Scholar in Residence
American Academy of Arts & Sciences
Norton's Woods
136 Irving Street
Cambridge, MA 02138
(617) 576-5036
SS#: 086-16-9601

home:
65 Francis Avenue
Cambridge, MA 02138
(617) 547-8524

Michael A. Conti
Managing Vice President
14624 Pommel Drive
Rockville, MD 20850
(301) 762-8006

Effective Date: 2/13/89

Stephen J. Fitzsimmons, Ph.D.
Vice President
6 Frost Street
Cambridge, MA 02140
(617) 354-8150

Effective Date: 1/1/80

Kathleen Flanagan
Managing Vice President
4832 Leland Street
Chevy Chase, MD 20815
(301) 656-4794

Effective Date: 6/20/91

Steven Fosburg, Ph.D.
Managing Vice President
1106 Massachusetts Avenue
Lexington, MA 02181
(617) 861-7827

Effective Date: 6/22/80

Gary L. Gaumer, Ph.D.
Managing Vice President
3 Pine Street
Winchester, MA 01890
(617) 729-9096

Effective Date: 10/30/83

Robert C. Grogan
Vice President and Controller
76 Joyce Road
Framingham, MA 01701
(508) 877-7734

Effective Date: 6/20/91

William L. Hamilton, Ph.D.
Vice President
126 South Great Road
Lincoln, MA 01773
(617) 259-9647

Effective Date: 1/1/80

Theodore Hammett
Vice President
119 Riverside Street
Watertown, MA 02172
(617) 926-0350

Effective Date: 6/20/91

Bruce D. Handerson (*Emeritus)
Professor of Management
Owen Graduate School of Management
Vanderbilt University
Nashville, TN 37240
SS#: 302-01-1385

home:
110 Christopher Place
Nashville, TN 37205
(615) 297-5107

Ragan A. Henry (*Emeritus)
Wolf, Block, Schorr and Solis-Cohen
Packard Building, 12th Floor
15th and Chestnut Streets
Philadelphia, PA 19102
(215) 977-2130
SS#: 273-38-1783

home:
505 Waldron Terrace
Merion, PA 19066
(215) 667-9560

Calvin C. Jones
Vice President
16724 Ashley Court
Lockport, IL 60441
(708) 301-1802

Effective Date: 6/20/91

Donald J. Kelliher (*Emeritus)
Senior Vice President and Treasurer
3 Sandspur Lane
North Reading, MA 01864
(508) 664-5837
SS#: 017-32-2536

Effective Date: 4/6/81

Stephen D. Kennedy, Ph.D.
Vice President
42 Bailey Road
Watertown, MA 02172
(617) 926-9266

Effective Date: 11/28/78

Larry C. Kerpelman, Ph.D.
Vice President
9 Puritan Road
Acton, MA 01720
(508) 897-4141

Effective Date: 10/30/83

David E. Kidder, Ph.D.
Vice President
239 Randall Road
Berlin, MA 01503
(617) 838-2586

Effective Date: 6/26/89

* Wendell J. Knox
Executive Vice President *+ Asst. Sec.*
Laurel Drive
Lincoln, MA 01773
(617) 259-0098
SS#: 438-74-6646

Effective Date: 1/1/80

Jane Kulik
Vice President
17 Leicester Road
Belmont, MA 02178
(617) 489-5871

Effective Date: 6/13/85

William M. Makinen, Ph.D.
Vice President
257 Waxter Way
Baltimore, MD 21217
(301) 383-7915

Effective Date: 6/26/90

Gerard J. Martin
Vice President
3327 Military Road, N.W.
Washington, D.C. 20015
(202) 686-6394

Effective Date: 6/20/89

Albert M. McGartland
Vice President
12119 Bennett Road
Herndon, VA 22071
(703) 264-1498

Effective Date: 6/20/91

Sally R. Merrill, Ph.D.
Vice President
6 Stratham Road
Lexington, MA 02173
(617) 862-2633

Effective Date: 10/30/83

** George Michaels, Partner
Edwards and Angell
101 Federal Street, 23rd Floor
Boston, MA 02110
(617) 439-4444
SS#: 023-16-4236

home:
16 Harcourt Street
Boston, MA 02116
(617) 536-2569

Peter S. Miller (*Emeritus)
Chief Operating Officer
SNAP Software
175 Canal Street
Manchester, NH 03101
(603) 623-5877
SS#: 271-36-0630

home:
17 Partridge Road
Lexington, MA 02173
(617) 862-9513

Joan L. Mullen (*Emeritus)
Managing Vice President
973 Hale Street
Beverly Farms, MA 01915
(508) 922-0383

Effective Date: 1/1/80

Marrit J. Nauta
Vice President
42 Nahant Road
Nahant, MA 01908
(617) 581-5691

Effective Date: 7/01/85

Monica G. Noether, Ph.D.
Vice President
57 Sagamore Avenue
West Medford, MA 02155
(617) 483-3408

Effective Date: 6/26/90

Larry L. Orr, Ph.D.
Vice President
4832 Leland Street
Chevy Chase, MD 20015
(305) 656-4794

Effective Date: 6/6/83

Eugene C. Poggio, Ph.D.
Vice President
17-A Ginn Road
Winchester, MA 01890
(617) 729-5796

Effective Date: 10/30/83

Michael J. Puma
Vice President
400 Highgate Terrace
Colesville, MD 20904
(301) 236-9773

Effective Date: 10/05/87

* John A. Shane, General Partner
The Palmer Organization
300 Unicorn Park Drive
Woburn, MA 01801
(617) 933-5445
SS#: 023-26-6063

home:
13 Essex Street
South Hamilton, MA 01982
(508) 927-0301

Robert G. St. Pierre, Ph.D.
Vice President
370 North Emerson Road
Lexington, MA 02173
(617) 861-6076

Effective Date: 6/6/83

* Walter R. Stellwagen, Ph.D.
President
17 Leicester Road
Belmont, MA 02178
(617) 489-5871
SS#: 386-26-3161

Effective Date: 4/01/80

John S. Tilney, Jr.
Vice President
598 Lexington Road
Concord, MA 01742
(508) 369-6095

Effective Date: 6/8/87

G. Frederick Vanderschmidt, Ph.D. (*Emeritus)
52 Louders Lane
Jamaica Plain, MA 02130
(617) 524-0465
SS#: 496-32-0175

James E. Wallace, Ph.D.
Vice President
141 Oxford Street
Cambridge, MA 02140
(617) 864-6047

Effective Date: 6/26/90

Richard P. Wells
Vice President
9 Washington Street
Lexington, MA 02173
(617) 862-2680

Effective Date: 6/13/85

Stephanie Y. Wilson, Ph.D.
Managing Vice President
1668 Oak Street, NW
Washington, D.C. 20010
(202) 265-7076

Effective Date: 7/01/85

Susan R. Windham, Ph.D.
Vice President
92 Marion Street Apt. #6
Brookline, MA 02146
(617) 277-5382

Effective Date: 6/27/88

Jean C. Wood, Ph.D.
Managing Vice President
48 Palmer Road
Newton, MA 02168
(617) 965-9671

Effective Date: 10/1/85

Susan Wood, Ph.D.
Vice President
Crawford Street #10
Cambridge, MA 02139
(617) 491-1973

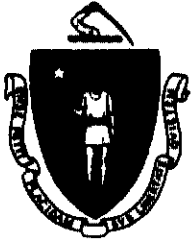
Effective Date: 6/08/87

Rolf M. Wulfsberg, Ph.D.
Vice President
65 College Road
Concord, MA 01742
(508) 687-3867

Effective Date: 6/08/87

Jeffrey Zornitsky
Vice President
10 Wildlife Drive
Hopkinton, MA 01748
(508) 435-3828

Effective Date: 6/20/91



The Commonwealth of Massachusetts
Office of the Secretary of State
State House, Boston 02133

MICHAEL J. CONNOLLY
SECRETARY OF STATE

December 13, 1991

TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office

Abt Associates Inc.

is a domestic corporation organized January 12, 1965

under the General Laws of the Commonwealth of Massachusetts

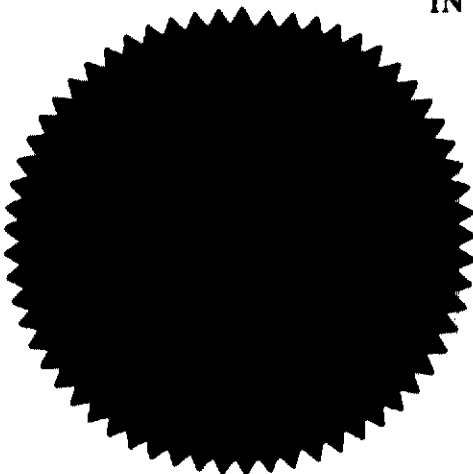
I further certify that no proceedings are presently pending under
Massachusetts General Laws Chapter 156B section 101 for said corporations
dissolution; that no articles of dissolution have been filed by said
corporation; that, said corporation has filed all annual reports, and paid
fees with respect to such reports, and that so far as appears of record

said corporation has legal existence and is in good standing with this office.

IN TESTIMONY of which, I have hereunto

affixed the Great Seal of
the Commonwealth on the
date first above written.

Secretary of State



This certificate is not a tax clearance. Certificates certifying
all taxes due and payable by the corporation have been paid or provided for,
are issued by the Department of Revenue.