

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

FOSTER WHEELER ZACK, INC.
File number C 112883

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

Dated: December 7, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sikel*

DEC 6 8 57 AM '95

SECRETARY OF STATE
STATE OF IDAHO

DEC 7 1 38 PM '95
SECRETARY OF STATE
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| See attached rider | | |
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FOSTER WHEELER ZACK, INC.

List of Officers and Directors

Address:

Perryville Corporate Park
Clinton, New Jersey 08809

DIRECTORS: Joseph F. Boyland
Jack E. Deones
Robert A. Whittaker

OFFICERS:	President & Chief Executive Officer	William J. Harrington
	Vice President & Controller	R. William Favors
	Treasurer	Anthony Scerbo
	Secretary	Jack E. Deones
	Assistant Secretary	John A. Doyle, Jr.

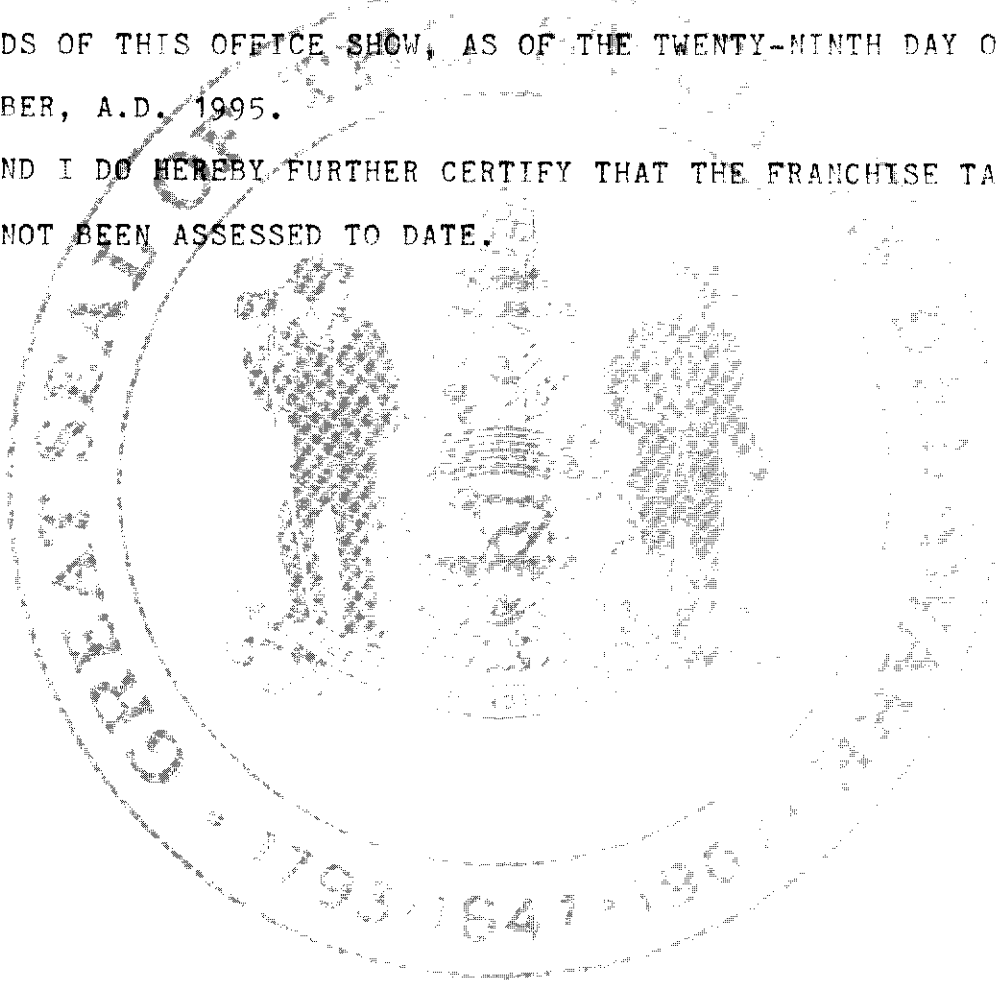
SPECIFIC PURPOSE OF ITS BUSINESS:

Industrial Construction

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FOSTER WHEELER ZACK, 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 TWENTY-NINTH DAY OF NOVEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE: 11-29-95