

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

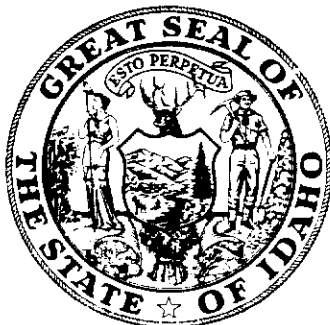
MALCOLM PIRNIE, INC.

File number C 122687

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority to transact business in this State, duly executed 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 transact business in this State attach hereto a duplicate of the Application for such Certificate.

Dated: February 6, 1998



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Dukes*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho:

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

93 FEB -6 AM 10:00
STATE OF IDAHO

- The name of the corporation is Malcolm Pirnie, Inc.
- The name which it shall use in Idaho is _____
- It is incorporated under the laws of New York
- Its date of incorporation is February 25, 1921
- The address of its principal office is P.O. Box 751, 104 Corporate Park Drive
White Plains, New York 10602
- The address to which correspondence should be addressed, if different from item 5, is _____
- The street address of its registered office in Idaho is 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
- The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>See Attached List</u>		

Dated: 1/27/98
MALCOLM PIRNIE INC
 (Corporation name)

By [Signature]

Its SECRETARY
 (Specify capacity of signer)

Customer Acct #:
 (if using pre-paid account)

Secretary of State use only
 IDAHO SECRETARY OF STATE
 02/06/1998 09:00
 CK: 65029 CT: 93636 BR: 79852
 1 @ 100.00 = 100.00 AUTH PRG
 1 @ 20.00 = 20.00 EXPEDITE C

C 122687

g:\corp\forms\ACA3.pms Revised 4/87

State of New York | **ss:**
Department of State

98 FEB -6 AM 10:40

I hereby certify, that the certificate of incorporation of MALCOLM PIRNIE, INC. was filed on 02/25/1921, under the name of J. B. NICHOLSON INCORPORATED, fixing the duration as perpetual, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation. I further certify the following:

A Certificate of Amendment J. B. NICHOLSON INCORPORATED, changing name to THE NICHOLSON COMPANY, INC., CONCRETE POCKETS, was filed 03/09/1925.

A Certificate of Amendment THE NICHOLSON COMPANY, INC., CONCRETE POCKETS, changing name to THE NICHOLSON COMPANY, INC., NEW YORK, was filed 01/24/1935.

A Certificate of Amendment THE NICHOLSON COMPANY, INC., NEW YORK, changing name to THE NICHOLSON COMPANY, INC., was filed 01/24/1946.

A Certificate of Amendment THE NICHOLSON COMPANY, INC., changing name to MALCOLM PIRNIE, INC., was filed 03/20/1970.

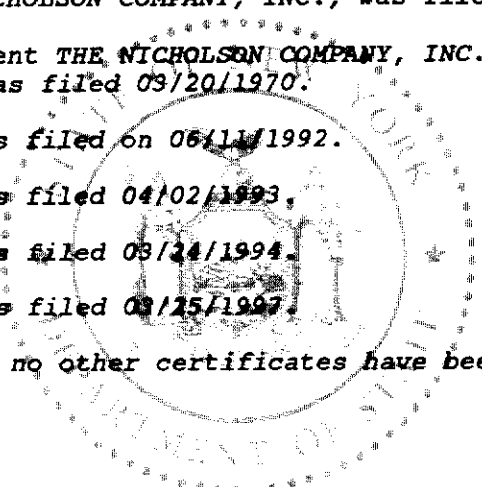
Restated Certificate was filed on 06/11/1992.

A Biennial Statement was filed 04/02/1993.

A Biennial Statement was filed 03/24/1994.

A Biennial Statement was filed 03/25/1997.

I further certify, that no other certificates have been filed by such corporation.



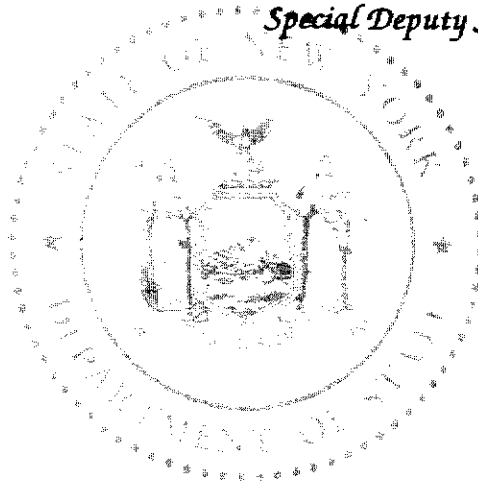
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*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 21st day of January
one thousand nine hundred and
ninety-eight.*



Special Deputy Secretary of State

199801220046 40



Malcolm Pirnie, Inc.**Officers and Directors as of January 2, 1998****EI # 13-2653703**

NAME	O = Officer D = Director	Office Address/Title	HOME ADDRESS	SOCIAL SECURITY
Philip Barnett	O	14) Vice President	2635 Hickory Lane Pepper Pike OH 44124	075-40-4024
John J. Batten III	O & D	1) Vice President	48 Ft Charles Place Bronx, NY 10463-6705	123-38-2845
Jeffrey R. Bennett	O	1) Vice President	190 Green Lane Bedford Hills, NY 10507	090-42-3310
Paul A. Boord	O	9) Vice President	22 Driftwood Road Marblehead, MA 01945	092-40-7948
Richard P. Brownell	O & D	1) Vice President	5 White Oak Lane Chappaqua, NY 10514	056-36-1861
Paul L. Busch	O & D	1) Chairman, President & Chief Executive Officer	19 DeForest Road Wilton, CT 06897	107-30-3063
William P. Dee	O & D	1) Vice President	698 Erskine Road Stamford, CT 06903	057-38-3951
Anthony Della Valle	O	1) Vice President	#4 Kingswood Road Katonah, NY 10536	093-48-9672
Eric T. Dodge	O	1) Vice President	15A Hampton Road Suffern, NY 10901	098-34-4105
Paul Eisenhardt	O	11) Vice President	1085 Greenwich Street #3 San Francisco, CA 94133	057-36-4699
David N. Ellis	O	1) Vice President	64 Macri Ave E White Plains, NY 10604	093-26-9849
Paul L. Findley	O	8) Vice President	14510 Maplewood St. Poway, CA 92064	469-56-1968
John H. Foster		1) Chairman Emeritus	53 Farrell Road Weston, CT 06880	013-20-4257
Gerald Frieling	O & D	6) Vice President	8613 E. Onyx Ave Scottsdale, AZ 85258	571-84-9319
David W. Harris	O	1) Vice President	9 Hamilton Road Ridgefield CT 06877	011-42-3583

Malcolm Pirnie, Inc.**Officers and Directors as of January 2, 1998****EI # 13-2653703**

NAME	O = Officer D = Director	Office Address/Title	HOME ADDRESS	SOCIAL SECURITY
Dennis J. Hayes	O	2) Vice President	2 Centennial Drive Gamerville, NY 10923	074-34-6041
Richard E. Herriott	O	3) Vice President	1051 Ravine Ridge Worthington, OH 43085	271-42-0177
Thomas J. Hickey	O	1) Vice President & Counsel	474 Kossuth St Paramus, NJ 07652	079-26-4670
John Isbister	O	2) Vice President	4 Devon Road Larchmont, NY 10538	077-24-3849
Michael Kavanaugh	O	11) Vice President	6565 Oakwood Dr. Oakland, CA 94611	568-46-0921
Jeffrey K. Kracht	O	6) Vice President	5814 E. Vernon Ave Scottsdale, AZ 85257	526-56-3514
William P. Kraekel	O	1) Vice President	35 Weathervane Dr. Easton, CT 06612	049-58-2554
Thomas Lane	O	2) Vice President	302 Woodside Ave Ridgewood, NJ 07450	019-36-3515
Jeffrey M. Lauria	O	3) Vice President	1745 White Oak Drive Delaware, Ohio 43015	100-40-9984
Joseph A. Lauria	O & D	1) Vice President	127 Holmes Road Ridgefield, CT 06877	058-44-3977
Robert R. Martens	O & D	5) Vice President	15 Pine Terrace Orchard Park, NY 14127	107-34-3079
Gregory P. Matthews	O	1) Vice President	412 Benedict Avenue Apt.2H Sleepy Hollow, NY 10591	040-58-4120
S. Lynn Mays	O	7) Vice President	12203 Pethshire Houston TX 77024	461-96-6640
James P. Noonan	O	4) Vice President	104 Abigail Lane Williamsburg, VA 23185	115-42-2369
Douglas M. Owen	O	8) Vice President	1459 Avenida La Posta Encinitas, CA 92024	279-58-6671

Malcolm Pirnie, Inc.**Officers and Directors as of January 2, 1998**

EI # 13-2653703

NAME	O = Officer D = Director	Office Address/Title	HOME ADDRESS	SOCIAL SECURITY
W. Scott Phillips	O	12) Vice President	3009 Brook Highland Birmingham, AL 35242	427-15-0187
Robert L. Pillsbury	O	1) Vice President	62 Deer Hill Rd. W Redding, CT 06896	030-30-6588
Richard J. Pope	O	1) Vice President	132 Sherman Ave Hawthorne, NY 10532	115-48-7391
Robert H. Reinert	O	2) Vice President	41 Old Pond Lane Andover, NJ 07821	139-28-0967
Jack Renfro	O	10) Vice President	1816 Waterford Lane Richardson TX 75082	429-64-0002
Terry A. Ritter	O	3) Vice President	1205 Three Forks Dr South Westerville, OH 43081	389-44-3808
Millard P. Robinson	O	4) Vice President	6401 Conservancy Road Williamsburg VA 23185	204-38-3810
Robert J. Schneider	O	2) Vice President	92 Roundhill Drive Yonkers, NY 10710	079-40-3391
Stephen C. Schwarz	O & D	1) Vice President	15 Georgia Lane Croton-on-Hudson, NY 10520	111-34-5408
Daniel R. Shevchik	O & D	1) Vice President Finance, Secretary & Treasurer	181 Cannon Road Wilton, CT 06897	209-32-3854
Michael T. Sobczak	O	2) Vice President	20 Cove Road Putnam Valley, NY 10579	068-40-8973
Kenneth E. Spiker	O	6) Vice President	5746 North 19th Street Phoenix, AZ 85016	368-52-9317
Richard W. Stahr	O	13) Vice President	5820 Wingate Way Concord, NC 28027	099-50-9285
John Stankunas	O & D	1) Vice President	329 Cognewaugh Road Cos Cob, CT 06807	130-30-9919
James C. Stouch	O	3) Vice President	230 Glenworth Court Powell, OH 43065	200-36-4996

Malcolm Pirnie, Inc.
Officers and Directors as of January 2, 1998
EI # 13-2653703

NAME	O = Officer D = Director	Office Address/Title	HOME ADDRESS	SOCIAL SECURITY
Glen E. Vogel	O	1) Vice President	772 Garden Drive Franklin Sq, NY 11010	085-32-7347
Paul H. Werthman	O	5) Vice President	5485 Country Club Lane Hamburg, NY 14075	053-48-7635
Garret P. Westerhoff	O & D	2) Executive Vice President	6 The Crossway, Smoke Rise Kinnelon, NJ 07405	156-26-7729
Donald J. Wuerdeman	O	1) Vice President	90 Sparrow Lane Pearl River NY 10965	060-42-1390

Malcolm Pimie, Inc.

Officers and Directors as of January 2, 1998

EI # 13-2653703

NAME	O = Officer D = Director	Office Address/Title	HOME ADDRESS	SOCIAL SECURITY
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Business Address

- 1) 104 Corporate Park Drive, White Plains, NY 10602
- 2) One International Blvd. Box 601 Mahwah, NJ 07430
- 3) 445 Hutchinson Avenue, Columbus, OH 43235
- 4) 11832 Rock Landing Drive, Newport News, VA 23606
- 5) 40 Centre Drive P.O. Box 1938 Buffalo, NY 14219-0138
- 6) 432 North 44 Street, Phoenix, AZ 85008-7603
- 7) 1700 West Loop South Suite 950 Houston, TX 77027
- 8) 703 Palomar Airport Road Carlsbad, CA 92009
- 9) Wellington One Ten Cabot Road Medford, MA 02155-5141
- 10) 9330 LBJ Freeway, Suite 900 Dallas, TX 75243
- 11) 180 Grand Ave Suite 725 Oakland, CA 94612
- 12) Landmark Center, Suite 600 2100 First Ave N. Birmingham, AL 35203-4202
- 13) 201 McCullough Drive Suite 380 Charlotte, NC 28262
- 14) 39 East Market Street, Suite 301 Akron, OH 44308