

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

CONESTOGA-ROVERS & ASSOCIATES, INC.

File number C 119594

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

Dated: May 22, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

To the Secretary of State of Idaho

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

97 MAY 22 AM 10:55
SECRETARY OF STATE
STATE OF IDAHO

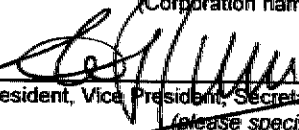
1. The name of the corporation is Conestoga-Rovers & Associates, Inc.
2. The name which it shall use in Idaho is same
3. It is incorporated under the laws of New York State
4. Its date of incorporation is 06/25/1984 and its duration, if other than perpetual, is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is
2055 Niagara Falls Blvd., Suite 3, Niagara Falls, NY 14304
6. The address to which correspondence should be addressed, if different than item 5, is _____
7. The street address of its registered office in Idaho is 200 North 23rd Street, Boise, ID 83702
_____, and its registered agent in Idaho at that address is Corporation Service Company
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
provide environmental consulting services
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>SEE ATTACHED</u>	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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

Dated: May 21/97

Conestoga-Rovers & Associates, Inc.
(Corporation name)

By 
Its President, Vice President, Secretary or Assistant Secretary
(please specify)

Frank Rovers, President

IDAHO SECRETARY OF STATE
Secretary of State use only

DATE 05/22/1997 SCAP
0900 95221 2
CK #: 33552 CUST#: 81838
AUTH PRO 1@ 100.00= 100.00
CORP SUR 1@ 20.00= 20.00

#: C

**CONESTOGA-ROVERS & ASSOCIATES, INC.
OFFICERS & DIRECTORS**

Frank A. Rovers 14 Post Horn Place, Waterloo, ON N2L 5E9 (Business address: 651 Colby Drive, Waterloo, ON N2V 1C2)	President/Director
James K. Kay 10 James Court, Heidelberg, ON N0B 1Y0 (Business address: 651 Colby Drive, Waterloo, ON N2V 1C2)	Secretary/Director
Donald H. Haycock R.R.#1, Charing Cross, Waterloo, ON N2J 4G8 (Business address: 651 Colby Drive, Waterloo, ON N2V 1C2)	Treasurer/Director
Richard G. Shepherd 252 Shagbark Court, Waterloo, ON N2K 3H9 (Business address: 651 Colby Drive, Waterloo, ON N2V 1C2)	Vice-President/Director
Anthony J. Crutcher 29 Tallwood Drive, West Montrose, ON NOB 2VO (Business address: 651 Colby Drive, Waterloo, ON N2V 1C2)	Vice-President/Director
Alan W. Van Norman 110 Old Mill Road, Cambridge, ON N3H 4R8 (Business address: 651 Colby Drive, Waterloo, ON N2V 1C2)	Vice-President/Director
Bruce A. Monteith 6231 Old Abbey Road, Waterloo, ON N2K 3A1 (Business address: 651 Colby Drive, Waterloo, ON N2V 1C2)	Vice-President/Director
Jack A. Michels 177 Shade Street, New Hamburg, ON N0B 2G0 (Business address: 651 Colby Drive, Waterloo, ON N2V 1C2)	Vice-President/Director
Edward Roberts 367 Forestlawn Road, Waterloo, ON N2K 2J4 (Business address: 651 Colby Drive, Waterloo, ON N2V 1C2)	Vice-President/Director
Glenn Turchan 253 Golf Course Road, Conestogo, ON N0B 1N0 (Business address: 651 Colby Drive, Waterloo, ON N2V 1C2)	Vice-President/Director

Stephen M. Quigley
524 Hallmark Drive, Waterloo, ON N2K 3P5
(Business address: 651 Colby Drive, Waterloo, ON N2V 1C2)

Vice-President/Director

Ron Schwark
339 Dale Crescent, Waterloo, ON N2J 3Y6
(Business address: 651 Colby Drive, Waterloo, ON N2V 1C2)

Vice-President/Director

Ian Richardson
216 Elmhurst Court., Waterloo, ON N2V 1X6
(Business address: 651 Colby Drive, Waterloo, ON N2V 1C2)

Vice-President/Director

Earl Shannon
R. R. #4, Bright, ON N0J 1B0
(Business address: 651 Colby Drive, Waterloo, ON N2V 1C2)

Vice-President/Director

Ronald Frehner
3520 Harriett Avenue, Shoreview, MN 55126
(Business address: 1801 Old Highway 8, Suite #114,
St. Paul, MN 55112)

Vice-President/Director

Bruce C. Clegg
245 Coe Road, Clarendon Hills, IL 60514
(Business address: 8615 W. Bryn Mawr Avenue,
Chicago, IL 60631)

Vice-President/Director

Brian C. Boevers
1876-132nd Avenue NW, Coon Rapids, MN 55448
(Business address: 1801 Old Highway 8, Suite #114,
St. Paul, MN 55112)

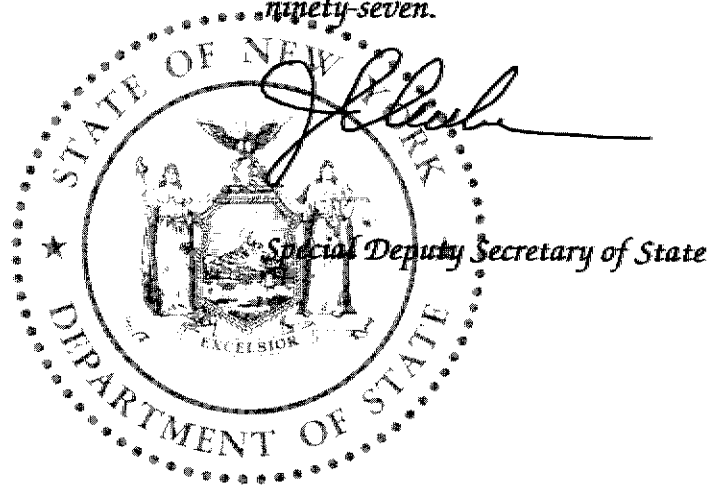
Vice-President/Director

State of New York)
Department of State) ss:

97 MAY 22 AM 10: 55
SECRETARY OF STATE
STATE OF IDAHO

I hereby certify, that the certificate of incorporation of CONESTOGA-ROVERS & ASSOCIATES, INC. was filed on 06/25/1984, with perpetual duration, 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.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 12th day of May
one thousand nine hundred and
ninety-seven.



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