

Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

PARAMETRIX, INC.
a corporation duly organized and existing under the laws of **Washington** has fully complied with Section 10 Article XI of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **7th** day of **September** 19 **76**, a properly authenticated copy of its articles of incorporation, and on the **7th** day of **September** 19 **76**, a designation of **T.H. Eberle, R.B. Kading, in or J.R. Gillespie** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **7th** day of **September**, **1976**, A.D., 19**76**.

Pete T. Cenarrusa
Secretary of State

Assistant Corporation Clerk



STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that according to the records on file in my office the annexed is a true and correct copies of the Articles of Incorporation and all amendments thereto of _____

PARAMTRIX, INC.

which have been duly filed and recorded in my office in accordance with law; I further certify that the above named corporation has not been dissolved and is in good standing as a subsisting corporation in the State of Washington with all of its license fees paid to July 1, 1975; and I further certify that I am the officer having the legal custody of the official record of the original Articles of Incorporation and all amendments to the Articles of said corporation.



In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

November 26, 1974

A. LUDLOW KRAMER
SECRETARY OF STATE

7-81 MAY 21 1974

FILED

MAY 20 1974

ARTICLES OF AMENDMENT

PARAMETRIX, INC.

A. LUDLOW KRAMER
SECRETARY OF STATE

Articles of Amendment of the Articles of Incorporation of Parametrix, Inc., are herein executed by said corporation, pursuant to the provisions of RCW 23A.16.040 and 23A.16.050,

as follows:

1. The name of the corporation is Parametrix, Inc.
2. The amendment to the Articles of Incorporation of said corporation is as follows:

"IV.

Shares of the Corporation

"1. The aggregate number of shares which the corporation shall have authority to issue is 20,000 shares of common stock."

3. The date of the adoption of said amendment by the shareholders of said corporation is May 3, 1974.
4. The number of shares outstanding of said corporation is 500 shares of common non par value stock.

The number of shares issued and entitled to vote on said amendment was 5 shares, all issued to the sole shareholder of the corporation, Waite Dalrymple.

5. The number of shares voted for said amendment was 5 shares. No shares voted against said amendment.

6. The said amendment does not effect a change in the amount of stated capital of said corporation.

Dated May 6, 1974.

PARAMETRIX, INC.

By Waite Dalrymple
Waite Dalrymple, President

By George J. Capestany
George J. Capestany, Secretary

AFFIDAVIT AS TO VALUE OF NON PAR STOCK

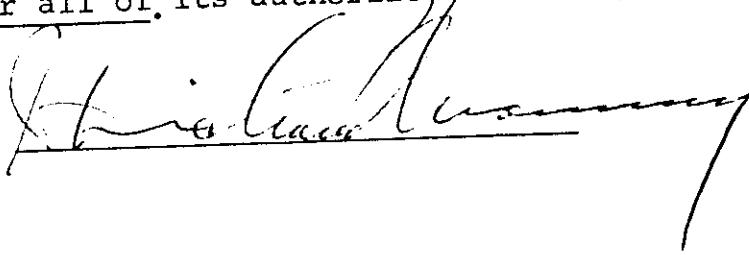
State of Washington)
) ss
County of KING

J. RICHARD MANNING, being first duly sworn
on oath deposes and says:

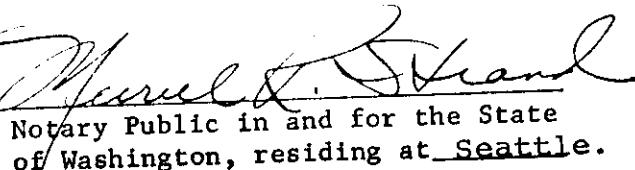
That he is General counsel of
(incorporator or representative)

PARAMETRIX, INC.
(name of corporation)

and that to the best of his knowledge and belief the value
received and to be received by said corporation in return
for the issuance of its non-par value stock does not exceed
the sum of \$ 50,000 for all of its authorized stock
of 20,000 shares.



SUBSCRIBED and sworn to before me this 15th day of
May 1974.



Marcel A. Strand
Notary Public in and for the State
of Washington, residing at Seattle.

(Seal)



STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal,
hereby certify that

ARTICLES OF INCORPORATION

of PARAMETRIX, INC.
a domestic corporation of Sumner, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain
on file in this office.

Filed at request of
J. Richard Manning
1010 Logan Bldg
Seattle, Wa 98101
Attn: J. Richard Manning

Filing and recording fee \$ 50.00

License to June 30, 1974 \$ 30.00

Excess pages @ 25¢ \$

Microfilmed, Roll No. 1292

Page 419-424

In witness whereof I have signed and have
affixed the seal of the State of Washington to
this certificate at Olympia, the State Capitol,

April 26, 1974

A. LUDLOW KRAMER
SECRETARY OF STATE

ARTICLES OF INCORPORATION

FILED

PARAMETRIX, INC.

APR 26 1974

A. LUDLOW KRAMER
SECRETARY OF STATE

The undersigned, WAITE DALRYMPLE, being a competent person over the age of twenty-one years, comes for the purpose of forming a corporation under the laws of the State of Washington, and in pursuance thereof does hereby sign and deliver in triplicate to the Secretary of the State of Washington the following Articles of Incorporation, and states as follows:

I.

Name of Corporation

The name of the corporation shall be PARAMETRIX, INC.

II.

Duration of Corporation

The period of duration of the corporation shall be in perpetuity.

III.

Purposes of Corporation

The principal purposes for which the corporation is organized are as follows:

1. To engage in engineering, design, marine biological and other professional services.
2. To do any and all things a natural person might do.

3. To have all the rights, privileges and powers permitted by the laws of the State of Washington or any other state, territory or foreign country where the corporation may do business.

IV.

Shares of the Corporation

1. The aggregate number of shares which the corporation shall have authority to issue is 500 shares of common stock.

2. Such shares are to consist of one class only, namely non-par value common stock.

3. The corporation will not commence business until the consideration of the value of at least \$500.00 has been received for the issuance of said shares.

V.

Shareholders' Pre-emptive Rights

There shall be no limitations or restrictions on the right of shareholders to acquire additional shares of the corporation.

VI.

Management of the Corporation

The management of the corporation shall be vested in a Board of Directors the number of which shall not be less than three (3) nor more than nine (9). The number, qualifications, terms of office, manner of election, time and place

of meeting, and powers and duties of the Directors, shall be such as are prescribed by the Bylaws of the corporation.

VII.
Bylaws

The authority to make Bylaws for the corporation is hereby expressly vested in the Board of Directors of the corporation, subject to the power of the shareholders to change or repeal such Bylaws. The Board of Directors shall not make or alter any Bylaws fixing their qualifications, classifications, terms of office or compensation.

VIII.
Amendments

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on the shareholders herein are granted subject to this reservation.

IX.
Registered Address
and Agent

The address of the initial registered office of the corporation shall be 1104 Maple Street, Sumner, Washington, 98390. The name of the initial registered agent of the corporation at such address is WAITE DALRYMPLE.

X.

Board of Directors

Initially the Board of Directors shall consist of three members whose names and addresses are set forth below, who are to serve as directors until their successors be elected and qualified:

Waite Dalrymple	Route 18, Box 45 Olympia, Washington 98501
Carl F. Reichhardt	222 66th Avenue East Tacoma, Washington 98424
George J. Capestan	824 North Tacoma Avenue Tacoma, Washington 98403

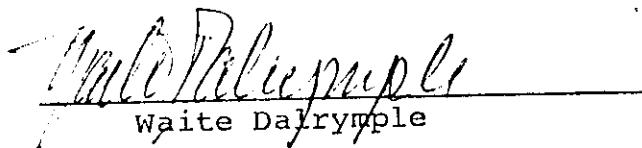
XI.

Incorporator

The name and address of the incorporator is as follows:

Waite Dalrymple	Route 18, Box 45 Olympia, Washington 98501
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IN WITNESS WHEREOF, the incorporator has hereunto set his hand this 23rd day of April, 1974.



Waite Dalrymple

AFFIDAVIT AS TO VALUE OF NON PAR STOCK

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

WAITE DALRYMPLE, being first duly sworn, on oath,
deposes and says:

That he is the incorporator of PARAMETRIX, INC.,
and that to the best of his knowledge and belief the
value received and to be received by said corporation in
return for the issuance of its non-par value stock does
not exceed the sum of \$500.00 in the form of cash.

Waite Dalrymple

SUBSCRIBED AND SWORN TO before me this 23rd day of April,
1974.

Marie R. Strand
Notary Public in and for the State of
Washington, residing at Seattle.