

State of Idaho

Department of State

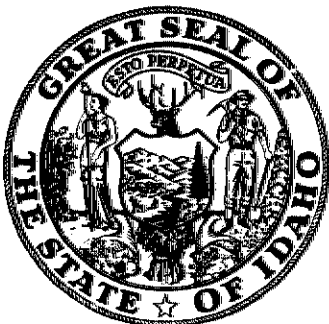
AMENDED CERTIFICATE OF AUTHORITY OF

WOODWARD-CLYDE CONSULTANTS
File Number C 79335

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of WOODWARD-CLYDE CONSULTANTS for an Amended 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 Amended Certificate of Authority to WOODWARD-CLYDE INTERNATIONAL-AMERICAS to transact business in this State under the name WOODWARD-CLYDE INTERNATIONAL-AMERICAS and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated: June 6, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By

Cara Sibel

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

91 JUN 16 AM 9:38



(Instructions on back of application)

SECRETARY OF STATE
STATE OF IDAHO

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-118, Idaho Code, the undersigned Corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement.

1. A Certificate of Authority was issued to the corporation by your office on 8/27 19, 85.

authorizing it to transact business in the State of Idaho under the name of _____

Woodward-Clyde Consultants

2. Its corporate name has been changed to _____

Woodward-Clyde International - Americas

(Note: If the corporation name has not been changed, insert "No change.")

3. The name which it shall use hereafter in the State of Idaho is _____

Woodward-Clyde International - Americas

4. It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to

those set forth in its prior application for certificate of authority, as follows: _____

no change

(Note: If no additional purposes are proposed, insert "No change.")

Dated: 6/3/97 Woodward-Clyde International - Americas
(Corporation Name)

By

L. David Smith

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

IDAHO SECRETARY OF STATE

Secretary DATE 06/06/1997

0900

99561 2

CK #: 313246 CUST# 82517

AMEND CERT 1@ 30.00= 30.00

EXPEDITE C 1@ 20.00= 20.00

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SECRETARY OF STATE



CERTIFICATE OF NAME CHANGE

I, DEAN HELLER, the duly qualified and elected Nevada Secretary of State, do hereby certify that on January 31, 1997 a Certificate of Amendment to its Articles of Incorporation changing the name to **WOODWARD-CLYDE INTERNATIONAL-AMERICAS** was filed in this office by **WOODWARD-CLYDE CONSULTANTS**. Said change of name has been made in accordance with the laws of the State of Nevada and that said Certificate of Amendment is now on file and of record in this office.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on May 29, 1997.

Dean Heller

Secretary of State

By

Joan M. H. H. H.

Certification Clerk