

# NORTH CAROLINA

## Department of The Secretary of State

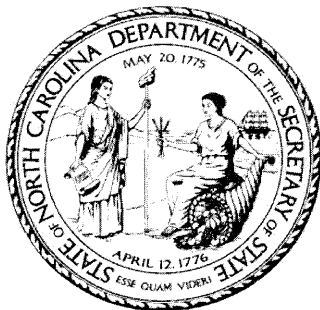
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### AMENDED CERTIFICATE OF AUTHORITY

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that

#### **STANTEC CONSULTING SERVICES INC.**

is hereby issued an Amended Certificate of Authority evidencing its name change from **Stantec Consulting Group Inc.**. A copy of the application for an amended certificate of authority conforming to the requirements of the general statutes of North Carolina is attached.



IN WITNESS WHEREOF, I have hereunto  
set my hand and affixed my official seal at the  
City of Raleigh, this 26th day of May, 2005

*Elaine F. Marshall*

Secretary of State

State of North Carolina  
Department of the Secretary of State  
APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

Pursuant to §55-15-04 of the General Statutes of North Carolina, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in the State of North Carolina and for that purpose submits the following statement.

1. The name of the corporation  
is: STANTEC CONSULTING GROUP INC.
2. The name the corporation is currently using in the State of North Carolina is:
3. The state or country of incorporation is: New York
4. The date the corporation was authorized to transact business in the State of North Carolina is:  
11/21/1996
5. This application is filed for the following reason (*complete all applicable items*):
  - a. The corporation has changed its corporate name to:\*  
STANTEC CONSULTING SERVICES INC.
  - b. The name the corporation will hereafter use in the State of North Carolina is changed to:
  - c. The corporation has changed its period of duration to: no change
  - d. The corporation has changed the state or country of its incorporation to: no change
6. Attached is a certificate attesting to the change, duly authenticated by the secretary of state or other official having custody of corporate records in the state of country of incorporation.
7. If the corporation is required to use a fictitious name in order to transact business in this State, a copy of the resolution of its board of directors, certified by its secretary, adopting the fictitious name is attached.
8. This application will be effective upon filing, unless a date and/or time is specified:

This the 26 day of April, 2005

STANTEC CONSULTING GROUP INC.

Name of Corporation

Michael J. Slocome  
Signature

Michael J. Slocome, Secretary

Type or Print Name and Title

NOTES:

1. Filing fee is \$50. One executed original and one exact or conformed copy of this application must be filed with the Secretary of State.
2. \* If the name of the corporation as changed is unavailable for use in North Carolina, indicate this fact and state the name the corporation wishes to use in North Carolina on 5b. (See NCGS §55-15-06)

State of New York }  
Department of State } ss:

*I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on*

**May 16, 2005**



A handwritten signature in black ink, appearing to be "R. A. J. S.", written over the printed title.

*Secretary of State*

CT-07

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**CERTIFICATE OF MERGER**  
**OF**  
**STANTEC CONSULTING SERVICES INC.**  
**INTO**  
**STANTEC CONSULTING GROUP INC.**

Under Section 904 of the New York Business Corporation Law

We, the undersigned Anthony P. Franceschini and Michael J. Slocombe, being respectively the president and secretary of Stantec Consulting Group Inc., a New York corporation, and Anthony P. Franceschini and Michael J. Slocombe, being respectively the president and secretary of Stantec Consulting Services Inc., a North Carolina corporation, hereby certify as follows:

I. The name of each constituent corporation is as follows:

- A. The name of the surviving corporation is Stantec Consulting Group Inc., a New York corporation, the former name of which was Manhasset Civil Engineers' Inc. (the "Surviving Corporation").
- B. The name of the merging corporation is Stantec Consulting Services Inc., a North Carolina corporation (the "Merging Corporation").

II. As of the Effective Date (defined below), Article 1 of the certificate of incorporation of the Surviving Corporation shall be amended in its entirety to read as follows:

"1. The name of the corporation is Stantec Consulting Services Inc."

III. As to the constituent corporations, the approval of whose shareholders is required, the number and designation of shares outstanding are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Shares Outstanding</u>
Surviving Corporation	339,667.68737 15.123	Common Voting Common Non-Voting
Merging Corporation	1,000	Common

IV. The Surviving Corporation was incorporated by the New York Department of State on August 27, 1929.

V. The Merging Corporation was incorporated by the North Carolina Secretary of State on May 24, 1963. The Merging Corporation filed an application to transact business in the State of New York on October 24, 2002.

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VI Approval of the Plan of Merger was duly authorized by written consent of the sole shareholder of the Surviving Corporation in accordance with Section 615 of the New York Business Corporation Law. Approval of the Plan of Merger was duly authorized by written consent of the sole shareholder of the Merging Corporation in accordance with Section 55-7-04 of the North Carolina Business Corporation Act. The Merging Corporation has complied with the applicable provisions of the laws of the State of North Carolina in which it is incorporated, and the merger is permitted by such laws.

VII The merger will be effective on December 31, 2004 (the "Effective Date")

*[Remainder of page intentionally left blank]*

IN WITNESS WHEREOF, these Articles of Merger have been duly executed as  
of the 14th day of December, 2004.

STANTEC CONSULTING GROUP INC.

By: *Anthony P. Franceschini*  
Anthony P. Franceschini, President

By: *Michael J. Slocombe*  
Michael J. Slocombe, Secretary

STANTEC CONSULTING SERVICES INC.

By: *Anthony P. Franceschini*  
Anthony P. Franceschini, President

By: *Michael J. Slocombe*  
Michael J. Slocombe, Secretary

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