

CERTIFICATE OF INCORPORATION

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OF

URS DELAWARE, INC.

ARTICLE I

The name of this corporation is

URS DELAWARE, INC.

ARTICLE II

Its registered office is located at No. 100 West Tenth Street, City of Wilmington, County of New Castle, State of Delaware. The name of its registered agent at that address is The Corporation Trust Company.

ARTICLE III

The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

This corporation is authorized to issue two classes of shares to be designated respectively "preferred" and "common". The total number of shares which this corporation shall have authority to issue is 11,000,000. The number of preferred shares authorized is 1,000,000 and the par value of each such share is \$1.00; and the number of common shares authorized is 10,000,000 and the par value of each such share is \$.25.

The preferred shares may be issued from time to time in one or more series. The Board of Directors is hereby authorized to fix or alter the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), the redemption price or prices, and the liquidation preferences of any wholly unissued series of preferred shares, and the number of shares constituting any such series and the designation thereof, or any of them; and to increase or decrease the number of shares of any series subsequent to the issue

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of shares then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

The number of authorized shares of any class or classes of stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the corporation entitled to vote in the election of directors.

ARTICLE V

The names and mailing addresses of the persons who are to serve as directors until the first annual meeting of the stockholders or until their successors are elected and qualified, are as follows:

<u>Name</u>	<u>Mailing Address</u>
Ken T. Bement	6415 S.W. Canyon Court, Suite 140 Portland, Oregon 97221
Richard C. Blum	130 Jessie Street, Suite 915 San Francisco, California 94105
John A. Blume	130 Jessie Street San Francisco, California 94105
Emmet J. Cashin, Jr.	611 Santa Cruz Avenue Menlo Park, California 94025
H. Dewayne Kreager	South 11th and Pacific Tacoma, Washington 98401
Richard Q. Praeger	P. O. Box 46 Warren, Vermont 05674
Edward J. Scarff	2570 Bank of America Center San Francisco, California 94104
Arthur H. Stromberg	155 Bovet Road San Mateo, California 94402
Edward Wenk, Jr.	University of Washington 316 Guggenime, FS-15 Seattle, Washington 98105
Franklin H. Williams	10 East 87th Street New York, New York 10028

ARTICLE VI

In furtherance and not in limitation of the powers conferred by law, the Board of Directors is expressly authorized, by resolution passed by a majority of the whole board, to make, amend, alter or repeal the By-laws of this corporation.

ARTICLE VII

This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in any manner now or hereafter prescribed by law, and all rights herein conferred upon the stockholders are granted subject to this reservation.

ARTICLE VIII

Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

ARTICLE IX

Meetings of stockholders may be held outside the State of Delaware, if the by-laws so provide. The books of

this corporation may be kept (subject to any provision of law) outside of the State of Delaware. Elections of directors need not be by ballot unless the by-laws of this corporation shall so provide.

ARTICLE X

The name of the incorporator is URS Corporation and its mailing address is URS Corporation, 155 Bovet Road, San Mateo, California 94402.

THE UNDERSIGNED, being the incorporator hereinabove named and for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware and acts amendatory thereof, makes and files this Certificate of Incorporation hereby declaring and certifying that the facts herein stated are true this 10<sup>th</sup> day of February, 1976.

URS CORPORATION

By Arthur J. Bromberg  
President

ATTEST:

By Charles Allen  
Secretary