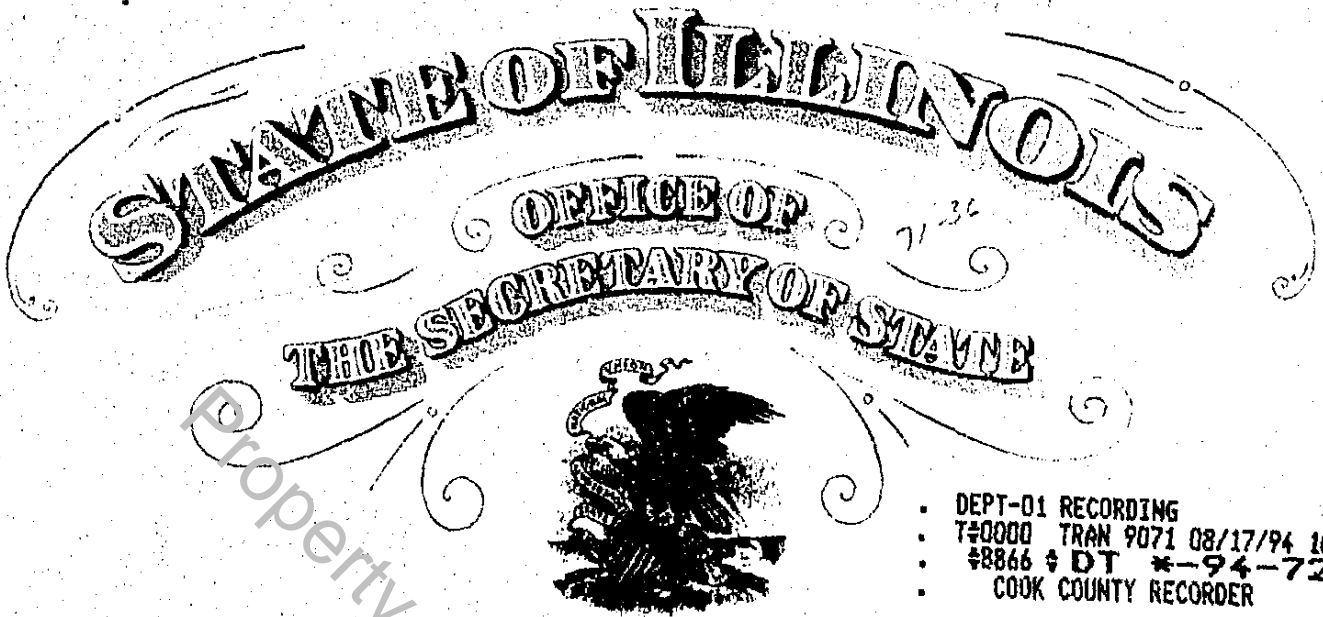


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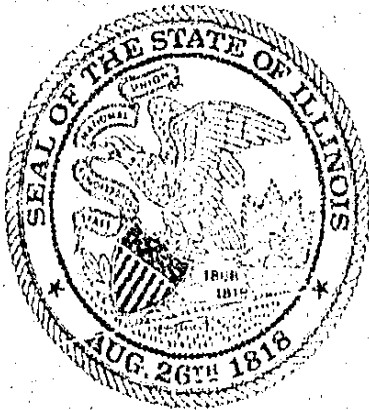
• DEPT-01 RECORDING \$27.00
 • 7:0000 TRAN 9071 08/17/94 10:34:00
 • \$8866 \$ DT *-94-728555
 • COOK COUNTY RECORDER

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF ILLINOIS BY TERRA TECH, INC. INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois.

at the City of Springfield, this 11TH day of AUGUST A.D. 19 94 and of the Independence of the United States the two hundred and 19TH



George H Ryan
 SECRETARY OF STATE

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27.00

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Form **BCA-13.15**
(Rev. Jan. 1991)

APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACTION BUSINESS IN ILLINOIS

5
SUBMIT IN DUPLICATE

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834

FILED

AUG 11 1994

GEORGE H. RYAN
SECRETARY OF STATE

This space for use by
Secretary of State

Date: 8/11/94
License Fee: \$ _____
Franchise Tax: \$ 42.59
Filing Fee: \$ 75.00
Penalties: \$ _____
Approved: [Signature] \$ 117.59

1. (a) CORPORATE NAME: TETRA TECH, INC.
(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware
(b) Date of Incorporation: February 4, 1988
(c) Period of Duration: perpetual

3. (a) Address of the principal office, wherever located: 630 No. Rosemead Blvd
Pasadena, California 91107
(b) Address of principal office in Illinois: 333 Salem Place, Ste. 206-C
Fairview Heights, Illinois 62208

4. Name and address of the registered agent and registered office in Illinois: C T CORPORATION SYSTEM

EXPEDITED

Registered Office: c/o C T CORPORATION SYSTEM, 208 S. La Salle Street
Number: _____ Street: _____ Suite #: _____
Chicago 60604 Cook
City: _____ Zip Code: _____ County: _____

SECRETARY OF STATE

5. States and countries in which it is admitted or qualified to transact business: CT, DC, AK, AZ, CA
CO, FL, KS, MD, MA, MO, MT, NV, NJ, NY, NC, OK, OR, PA, TX, UT, VI, VA, WA.

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	Zip
President	PLEASE SEE ATTACHED			
Secretary	PLEASE SEE ATTACHED			
Director	PLEASE SEE ATTACHED			
Director	PLEASE SEE ATTACHED			
Director	PLEASE SEE ATTACHED			

If more than 3, attach list

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7. Purpose or purposes proposed to be pursued in transacting business in this state:
 (If not sufficient space to cover this point, add one or more sheets of this size.)

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware and permitted under the Illinois Business Corporation Act.

B. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	-0-	\$.01	10 million	6,720,963
Preferred	-0-	\$.01	2 million	none

9. Paid-in Capital: \$ 21,263,122.

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 2,370,000.
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 10,000.
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 80,000,000.
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 100,000.

11. Interrogatories:

- (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: 630 No. Rosemead Blvd. Pasadena, CA 91107
- (b) Number of shares of all classes owned by residents of Illinois: common = 490,452
preferred = none issued
- (c) Number of shares of all classes owned by non-residents of Illinois: common = 6,230,511
preferred = none issued
- (d) Is the corporation transacting business in this state at this time? NO
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated August 9, 19 94

TETRA TECH, INC.

(Exact Name of Corporation)

attested by [Signature]

by [Signature]

(Signature of Secretary or Assistant Secretary)

(Signature of President or Vice President)

RICHARD A. LEMMON
Secretary

LI-SAN HWANG
President

(Type or Print Name and Title)

(Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

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TETRA TECH, INC.

OFFICERS

L S Hwang	President, Chairman of the Board	630 N Rosemead Blvd Pasadena, CA 91107 (818) 449-6400
R A Lemmon	Secretary	630 N Rosemead Blvd Pasadena, CA 91107 (818) 449-6400
J W Peel	Senior Vice President	630 N Rosemead Blvd Pasadena, CA 91107 (818) 449-6400
W R Brownlie	Senior Vice President	348 W Hospitality Ln San Bernardino, CA 92408 (909) 381-1674
S A Gherini	Vice President	3746 Mt Diablo Blvd Lafayette, CA 94549 (510) 283-3771
A Say	Vice President	56 W Main St Christiana, DE 19702 (302) 738-7551
C R Faust	Vice President	46050 Manekin Plaza Sterling, VA 22170 (703) 444-7000
C E Eisen	Vice President	350 Indiana St Golden, CO 80401 (303) 279-1982

BOARD OF DIRECTORS

L S Hwang, Chairman	630 N Rosemead Blvd Pasadena, CA 91107 (818) 449-6400
J C Lewis	300 S Grand Ave Los Angeles, CA 90071 (213) 629-4824
P C Haden	300 S Grand Ave Los Angeles, CA 90071 (213) 629-4824

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BOX 170

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