

ARTICLES OF INCORPORATION
OF

FILED

DEC 06 2002

BURD ENGINEERING ASSOCIATES, INC.

WILLIAM M. GARDNER
NEW HAMPSHIRE
SECRETARY OF STATE

THE UNDERSIGNED, ACTING AS INCORPORATOR(S) OF A CORPORATION UNDER THE NEW HAMPSHIRE BUSINESS CORPORATION LAW, ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION FOR SUCH CORPORATION:

FIRST: The name of the corporation is Burd Engineering Associates, Inc.

SECOND: The Corporation shall have authority to issue one thousand (1,000) shares of no par value common stock.

The Board of Directors shall have the right to determine any further preferences, limitations and the relative rights of any class of shares before the issuance of any shares of that class, or any series within a class before the issuance of any shares of that series.

THIRD: The address of the initial registered office of the corporation is 18 Burnside Street, Lancaster, New Hampshire 03584, and the name of its initial registered agent at such address is Martin Oliver Wilson, P.E.

FOURTH: The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Martin Oliver Wilson	18 Burnside Street Lancaster, NH 03584

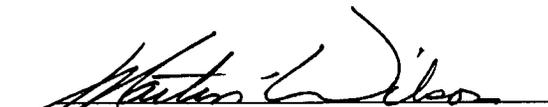
FIFTH: The capital stock will be sold or offered for sale within the meaning of New Hampshire RSA Chapter 421-B.

SIXTH: To the fullest extent now or hereafter permitted by law, no director or officer of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for any action or failure to take action as a director or officer. No amendment or repeal of this article shall have any effect on any right or protection of any director or officer for or with respect to acts or omissions occurring prior to such amendment or repeal.

SEVENTH: The names and addresses of the individuals who are to serve as initial directors are:

<u>Name</u>	<u>Address</u>
Martin Oliver Wilson	18 Burnside Street Lancaster, NH 03584

EIGHTH: To the fullest extent now or hereafter permitted by law, any action that may be taken at a shareholders' meeting may be taken without a meeting without prior notice and without a vote if the action is taken in the form of one or more written consents signed by the number of shareholders having not less than the minimum number of votes that would be necessary to take the action at a meeting at which all shares entitled to vote on the action were present and voted.


Martin Oliver Wilson, Incorporator

Dated: 12/5, 2002

CONSENT

Ronald Burd, owner of the trade name BURD ENGINEERING, hereby consents to the use of the name BURD ENGINEERING ASSOCIATES, INC. by Martin Oliver Wilson intending to form a New Hampshire corporation.



Ronald Burd

Dated: 12/5, 2002

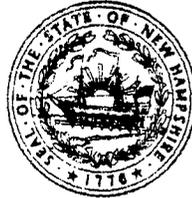
JOINT BOARD OF LICENSURE AND CERTIFICATION
STATE OF NEW HAMPSHIRE

LOUISE LAVERTU
BOARD ADMINISTRATOR

57 Regional Drive
Concord, N.H. 03301-8518

PROFESSIONAL ENGINEERS
ARCHITECTS
LAND SURVEYORS
FORESTERS
PROFESSIONAL GEOLOGISTS
NATURAL SCIENTISTS

Telephone 603-271-2219
Fax 271-7928 • 271-6990



December 6, 2002

Burd Engineering Associates, Inc. – NAME CHANGE
105 Loudon Road
Concord, New Hampshire 03301

CERTIFICATE

This is to certify that the above named **business organization** is authorized to practice professional engineering in the State of New Hampshire under the provisions of RSA 310-A:20.

This Authorization shall expire on **December 31, 2003** unless renewed by application and vote of the Board of Professional Engineers prior to that date.

This Authorization is issued by the Board of Professional Engineers on the basis of information in the renewal application filed with the Board on **December 6, 2002**.

The Board of Professional Engineers

Certificate #841