

CERTIFICATE OF INCORPORATION
OF THE PARSONS CORPORATION

03150

FIRST: The name of the Corporation is:

THE PARSONS CORPORATION

SECOND: The address of the registered office of the Corporation in the State of Delaware is **229 South State** Street in the City of **Dover**, County of **Kent**, and the name of its registered agent at that address is The **Prentice-Hall Corporation System, Inc.**

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

FOURTH: The capital stock of the Corporation shall consist of Common Stock without par value. The number of shares of Common Stock which the Corporation shall have authority to issue is One Thousand (1,000) shares.

FIFTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind the Bylaws of the Corporation.

SIXTH: Bylaws shall not be made, repealed, altered, amended or rescinded by the stockholders of the Corporation except by the vote of the holders of not less than 66-2/3% of the total voting power of all outstanding shares of voting stock of the Corporation.

SEVENTH: The number of Directors of the Corporation shall be fixed from time to time by a Bylaw or amendment thereof duly adopted by the Board of Directors.

EIGHTH: The Board of Directors shall be and is divided into three classes, Class I, Class II and Class III. The number of Directors in each class shall be the whole number contained in the quotient arrived at by dividing the authorized number of Directors by three, and if a fraction is also contained in such quotient, then if such fraction is one-third, the extra Director shall be a member of Class I, and if such fraction is two-thirds, one of the extra Directors shall be a member of Class I and the other shall be a member of Class II. Each Director shall serve for a term ending on the date of the third annual meeting following the annual meeting at which such Director was elected; provided, however, that the Directors first elected to Class I shall serve for a term ending on the date of the annual meeting next following

the end of the calendar year 1978, the Directors first elected to Class II shall serve for a term ending on the date of the second annual meeting next following the end of the calendar year 1978, and the Directors first elected to Class III shall serve for a term ending on the date of the third annual meeting next following the end of the calendar year 1978. Notwithstanding the foregoing formula provisions, in the event that, as a result of any change in the authorized number of Directors, the number of Directors in any class would differ from the number allocated to that class under the formula provided in this Article immediately prior to such change, the following rules shall govern:

(a) each Director then serving as such shall nevertheless continue as a Director of the class of which he is a member until the expiration of his current term, or his prior death, resignation or removal;

(b) in the event of any increase or decrease in the authorized number of Directors, the newly created or eliminated directorships resulting from such increase or decrease shall be apportioned by the Board of Directors to such class or classes as shall, so far as possible, cause the classes to be equal in number; provided, that if after any change in the number of Directors there results a number of Directors not divisible evenly by three, thus requiring classes with different numbers of Directors, the designations of directorships shall be affected so that (i) in the case only one class is required to have one less Director, the class whose term of office is due to expire next following such designation shall contain one less Director than the other classes and (ii) in the case two classes are required to have one less Director, the classes whose terms of office are due to expire next following such designation shall each contain one less Director than the other class.

Notwithstanding any of the foregoing provisions of this Article, each Director shall serve until his successor is elected and qualified or until his death, resignation or removal. If the holders of any Preferred Stock or any one or more series thereof, voting as a class, shall be entitled to elect a specified number of Directors, by reason of dividend arrearages or other provisions giving them the right to do so, then the division of the Board of Directors into three classes as provided in this Article shall continue as to those Directors elected by holders of the Common Stock, but shall be suspended as to those Directors elected by the holders of Preferred Stock, during the period in which the holders of the Preferred Stock or any series thereof are entitled to elect a specified number of Directors by reason of dividend arrearages or otherwise.

NINTH: During any period when the holders of any Preferred Stock or any one or more series thereof, voting as a class, shall be entitled to elect a specified number of Directors, by reason of dividend arrearages or other provisions giving them the right

to do so, then and during such time as such right continues (1) the holders of such Preferred Stock or such series thereof, voting as a class, shall be entitled to elect such specified number of Directors, pursuant to the provisions of such Preferred Stock or series thereof; (2) each such Director shall serve for such term, and have such voting powers, as shall be stated in the provisions pertaining to such Preferred Stock or series thereof; and (3) whenever the holders of any such Preferred Stock or series thereof are divested of such rights to elect a specified number of Directors, voting as a class, pursuant to the provisions of such Preferred Stock or series thereof, the terms of office of all persons who are then Directors of the Corporation and who were elected by the holders of Preferred Stock shall terminate upon the election of their successors by the holders of the shares entitled to vote thereon. The provisions of Article EIGHTH (dealing with the classified Board) shall be applicable to the election of successors.

TENTH: Elections of Directors at an annual or special meeting of stockholders need not be by written ballot unless the Bylaws of the Corporation shall so provide.

ELEVENTH: No action shall be taken by the stockholders except at an annual or special meeting of stockholders.

TWELFTH: At all elections of Directors of the Corporation, then subject to any provision which may be made with respect to voting by holders of any class or series of Preferred Stock during any period when such holders are entitled to elect a specified number of Directors, by reason of dividend arrearages or other provisions giving them the right to do so, a holder of any class or series of stock then entitled to vote in such election shall be entitled to as many votes as shall equal the number of votes which (except for this Article as to cumulative voting) he would be entitled to cast for election of Directors with respect to his shares of stock multiplied by the number of Directors to be elected in the election in which his class or series of stock is entitled to vote, and each stockholder may cast all of such votes for a single nominee for Director or may distribute them among the number to be voted for, or for any two or more of them as he may see fit.

THIRTEENTH: Special meetings of the stockholders of the Corporation for any purpose or purposes may be called at any time by the Board of Directors or by a committee of the Board of Directors which has been duly designated by the Board of Directors and whose powers and authority, as provided in a resolution of the Board of Directors or in the Bylaws of the Corporation, include the power to call such meetings, but such special meetings may not be called by any other person or persons; provided, however, that if and to the extent that any special meeting of stockholders may be called by any other person or persons specified in any provisions of the Certificate of Incorporation or any amendment thereto or any certificate filed under Section 151(g)

of the Delaware General Corporation Law (or its successor statute as in effect from time to time hereafter), then such special meeting may also be called by the person or persons, in the manner, at the time and for the purposes, in the manner, at the times and for the purposes so specified.

FOURTEENTH: The affirmative vote of the holders of not less than 66-2/3% of the total voting power of all outstanding shares of voting stock of the Corporation shall be required for the approval of any proposal that (1) the Corporation merge or consolidate with any other corporation or any affiliate of such other corporation if such other corporation and its affiliates singly or in the aggregate are directly or indirectly the beneficial owners of more than 10% of the total voting power of all outstanding shares of voting stock of the Corporation (such other corporation and any affiliate thereof being herein referred to as a "Related Corporation"), or that (2) the Corporation sell or exchange all or substantially all of its assets or business to or with such Related Corporation, or that (3) the Corporation issue or deliver any stock or other securities of its issue in exchange or payment for any properties or assets of such Related Corporation or securities issued by such Related Corporation, or in a merger of any affiliate of the Corporation with or into such Related Corporation or any of its affiliates, if the approval of stockholders of the Corporation is required by law or by any agreement between the Corporation and any national securities exchange for such issuance or delivery; provided, however, that the foregoing shall not apply to any such merger, consolidation, sale or exchange, or issuance or delivery of stock or other securities which was approved by resolution of two-thirds of the authorized number of Directors or by the Board of Directors of the Corporation prior to the acquisition of the beneficial ownership of more than 10% of the total voting power of all outstanding shares of voting stock of the Corporation by such Related Corporation and its affiliates. For the purposes hereof, (1) an "affiliate" is any person (including a corporation, partnership, trust, estate or individual) who directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified; (2) "control" means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract, or otherwise; and (3) in computing the percentage of outstanding Common Stock beneficially owned by any person, the shares outstanding and the shares owned shall be determined as of the record date fixed to determine the stockholders entitled to vote or express consent with respect to such proposal. The stockholder vote, if any, required for mergers, consolidations, sales or exchanges of assets or issuances of stock or other securities not expressly provided for in this Article, shall be such as may be required by applicable law.

FIFTEENTH: To the maximum extent permissible under Section 262 of the Delaware General Corporation Law, the stockholders of the Corporation shall be entitled to the statutory appraisal rights

provided therein, notwithstanding any exception otherwise provided therein, with respect to any business combination involving the Corporation and any Related Corporation which requires the affirmative vote of the holders of not less than 66-2/3% of the total voting power of all outstanding shares of voting stock of the Corporation pursuant to the provisions of Article FOURTEENTH.


SIXTEENTH: The provisions set forth in this Article SIXTEENTH and in Articles SIXTH (dealing with the alteration of Bylaws by stockholders), EIGHTH (dealing with the classified board), ELEVENTH (dealing with the prohibition against stockholder action without meetings), TWELFTH (dealing with cumulative voting), FOURTEENTH (dealing with the 66-2/3% vote of stockholders required for certain mergers) and FIFTEENTH (dealing with appraisal rights of stockholders) may not be repealed or amended in any respect unless such repeal or amendment is approved by the affirmative vote of the holders of not less than 66-2/3% of the total voting power of all outstanding shares of voting stock of the Corporation.

SEVENTEENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation. Notwithstanding the foregoing, the provisions set forth in Articles SIXTH, EIGHTH, ELEVENTH, TWELFTH, FOURTEENTH, FIFTEENTH and SIXTEENTH may not be repealed or amended in any respect unless such repeal or amendment is approved as specified in Article SIXTEENTH.

EIGHTEENTH: The name and mailing address of the incorporator of the Corporation is:

James E. Pollock
100 West Walnut Street
Pasadena, California 91124

THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Delaware and in pursuance of the Delaware General Corporation Law, does make and file this Certificate of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this 3rd day of March, 1978.


James E. Pollock