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MAY 17 2 12 PM '98
SECRETARY OF STATE

ARTICLES OF MERGER

of

ICT SPECTRUM CONSTRUCTORS, INC.,
an Idaho corporation

into

ICF KAISER ADVANCED TECHNOLOGY, INC.,
a Delaware corporation

IDAHO SECRETARY OF STATE

03/16/1998 09:00
CA: none CT: 1117 BH: 91865

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Pursuant to the provisions of Section 30-1-1107 of the Idaho Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging ICT Spectrum Constructors, Inc., an Idaho corporation (the "Merging Corporation"), into ICF Kaiser Advanced Technology, Inc. a Delaware corporation (the "Surviving Corporation").

1. The Plan of Merger between the Merging Corporation and the Surviving Corporation, a copy of which is attached hereto as Exhibit A, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Sections 30-1-1101 and 30-1-1103 of the Idaho Business Corporation Act.

2. The number of shares of the Merging Corporation outstanding at the time of such adoption was 176,067 shares of common stock, and the number of shares entitled to vote thereon was 176,067.

3. The number of shares of the Merging Corporation voted for such Agreement and Plan of Merger was 173,576 and the number of shares voted against such Agreement and Plan of Merger was 0. Shareholder approval by the Surviving Corporation was not required pursuant to Section 30-1-1103(7) of the Idaho Business Corporation Act.

4. The Surviving Corporation hereby (a) agrees that it may be served with process in the State of Idaho in any proceeding for the enforcement of the rights of a dissenting shareholder of ICT Spectrum Constructors, Inc. against the Surviving Corporation; (b) irrevocably appoints the Secretary of State of Idaho as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the corporation laws of the State of Idaho, with respect to the rights of dissenting shareholders.

5. The Articles of Merger shall be effective upon the date the Articles are filed with the Secretary of the State of Idaho.

Dated this 17th day of March, 1998.

ICT SPECTRUM CONSTRUCTORS, INC.

By: Paul F. Smith
Its: PRESIDENT AND CEO

ICF KAISER ADVANCED TECHNOLOGY, INC.

By: [Signature]
Its: PRESIDENT

**PLAN OF MERGER
OF
ICT SPECTRUM CONSTRUCTORS, INC.
WITH AND INTO
ICF KAISER ADVANCED TECHNOLOGY, INC.**

1. Parties.

a. The name of the disappearing corporation is ICT Spectrum Constructors, Inc., an Idaho corporation ("Merging Corporation").

b. The name of the surviving corporation is ICF Kaiser Advanced Technology, Inc., a Delaware corporation ("Surviving Corporation").

2. Terms and Conditions. Upon consummation of the Merger (the "Effective Time"), Merging Corporation shall be merged with and into Surviving Corporation in the manner and with the effect provided by the Idaho Business Corporation Act ("Idaho BCA") and the General Corporation Law of the State of Delaware ("Delaware GCL"), the separate corporate existence of Merging Corporation shall cease, and Surviving Corporation shall be the surviving corporation. The outstanding shares of Merging Corporation common stock shall be converted into shares of Surviving Corporation common stock on the basis, terms and conditions described in Section 3 below.

3. Manner or Basis. The manner or basis of converting the shares of common stock of Merging Corporation into shares, obligations, securities, cash or other property is as follows:

a. Shares Other than Treasury Stock and Dissenting Shares. Each outstanding share of common stock of Merging Corporation, other than treasury shares and Dissenting Shares (as defined below), shall be converted into 8.519 shares of Surviving Corporation common stock, subject to adjustment to give effect to elimination of Dissenting Shares (as defined below) and contingent shares forfeited by shareholders who terminated their employment with Merging Corporation prior to the Effective Time ("Merger Shares"). The number of shares of Surviving Corporation common stock issuable to each Merging Corporation shareholder shall be rounded to the nearest whole share; Surviving Corporation shall not be obligated to issue fractional shares of common stock and cash shall not be paid in lieu of fractional shares.

b. Treasury Stock. Each share of Merging Corporation common stock that is owned by Merging Corporation shall be cancelled and retired and shall cease to exist, and no consideration shall be delivered in exchange therefor.

c. Dissenting Shares. Shares that are issued and outstanding immediately prior to the Effective Time that are held by a holder of common stock of Merging Corporation who shall not have voted such shares in favor of the merger and who shall have filed written objection to the merger with Merging Corporation before the taking of the vote on the merger all in accordance with Part 13 of the Idaho BCA ("Dissenting Shares") shall not be converted into the right to receive Merger Shares unless and until such holders shall have effectively withdrawn or lost such holder's right to exercise dissenters' rights under Part 13 of the Idaho BCA. If such holder shall have effectively withdrawn or lost such holder's right to exercise dissenters' rights, then such shares shall be deemed to have been converted into the right to receive Merger Shares in accordance with this Plan of Merger, without any interest thereon. Otherwise, each Dissenting Share shall be cancelled and extinguished, and the holder thereof shall be entitled only to the rights and remedies provided by Part 13 of the Idaho BCA.