

State of Idaho

Department of State

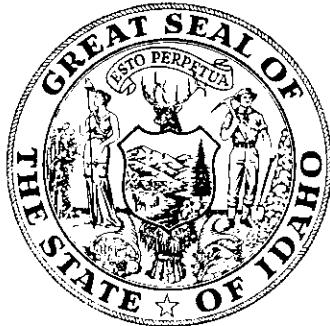
CERTIFICATE OF WITHDRAWAL OF

DAVY MCKEE CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of DAVY MCKEE CORPORATION for a Certificate of Withdrawal from this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Withdrawal and attach hereto a duplicate original of the Application for such Certificate.

Dated: January 08, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By

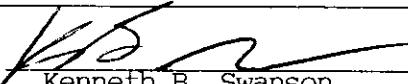
Lolly J. Clark

**APPLICATION FOR
CERTIFICATE OF WITHDRAWAL**

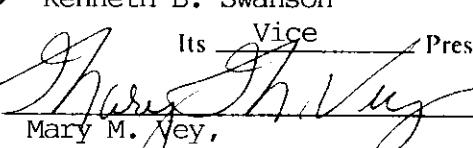
To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-119, Idaho Code, the undersigned corporation hereby applies for a Certificate of Withdrawal from the State of Idaho and for that purpose submits the following statement:

1. The name of the corporation is Davy McKee Corporation
_____. The name which it used in Idaho is _____
Davy McKee Corporation
2. It is incorporated under the laws of Delaware
3. It is not transacting business in the State of Idaho.
4. It hereby surrenders its authority to transact business in said state.
5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6., below.
6. The post office address to which process against the corporation that may be mailed is Legal Department
One Oliver Plaza, Pittsburgh, PA 15222.
7. All sums due or accrued by this corporation to the State of Idaho have been paid.
8. All known creditors or claimants have been paid or provided for and the corporation is not involved in or threatened with litigation in any court in the State of Idaho.

By 
Kenneth B. Swanson

Its Vice President

And 
Mary M. Vey,

Its Secretary

STATE OF Pennsylvania)

) ss:

COUNTY OF Allegheny)

1. Marlene A. Koenig, a notary public, do hereby certify that on this
17th day of December, 1992, personally appeared
before me Mary M. Vey, who being by me first duly sworn,
declared that he is the Secretary of Davy McKee Corporation

IDAHO SECRETARY OF STATE

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that he signed the foregoing document as Secretary of the corporation and
that the statements therein contained are true.

Notary Public
Marlene A. Koenig Notary Public
Pittsburgh, PA 15222
My Commission Expires January 1, 1993

Notary Public