

State of Idaho

Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of merger of CONDA MINING, INC an Idaho corporation file number C 84312 into MORRISON KNUDSEN CORPORATION a Ohio corporation file number C 25120, duly executed 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 merger, and attach hereto a duplicate original of the Articles of merger.

Dated: February 25, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Bellus*

FEB 25 1 53 PM '97
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF MERGER

CONDA MINING, INC.

FEB 25 1997
IDAHO SECRETARY OF STATE
DATE 02/25/1997
0900 67218 2
PK# 1013349 DIST# 6578
FEB 25 1997 30.00= 30.00

ARTICLES OF MERGER made and entered into January 20, 1997, by and between MORRISON KNUDSEN CORPORATION, an Ohio corporation ("MKO"), and CONDA MINING, INC., an Idaho corporation ("Conda").

The parties have entered into an Agreement of Merger pursuant to which Conda shall be merged into MKO in accordance with the laws of the State of Idaho and the State of Ohio (the "Merger").

The respective Boards of Directors of MKO and Conda have approved this Agreement and have deemed it advisable and for the mutual benefit of such corporations and their respective shareholders that Conda be merged into MKO upon the terms and subject to the conditions set forth in this Agreement.

Accordingly, the parties hereby agree as follows:

I. SHAREHOLDERS' CONSENT

1. Conda Mining, Inc. currently has 10,000 shares issued and outstanding and eligible to vote on the Merger. On December 31, 1996, all 10,000 shares were voted unanimously in favor of the Merger.
2. MKO currently has 44,625 shares issued and outstanding and eligible to vote on the Merger. On December 27, 1996, all 44,625 shares were voted unanimously in favor of the Merger.

III. PLAN OF MERGER

The Plan of Merger shall be in the following form:

PLAN OF MERGER

PLAN OF MERGER between MORRISON KNUDSEN CORPORATION, an Ohio corporation ("MKO") and CONDA MINING, INC., an Idaho corporation ("Conda").

1. Merger. MKO shall be the surviving corporation. Conda shall, pursuant to the provisions of the Idaho Business Corporation Act, be merged with and into MKO upon the issuance of a certificate of merger by the Secretary of State of Ohio (the "Merger"). The date of issuance of such Certificate of Merger shall be referred to herein as the "Merger Date." The separate existence

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of Conda shall cease upon the Merger Date and MKO shall continue to exist pursuant to the laws of Ohio without change of name.

2. Transfer. All of the assets, liabilities, property, rights, privileges, leases and patents, if any, of Conda shall, pursuant to the Merger, become the property of MKO as of the Merger Date. The directors and officers of Conda and MKO shall execute all deeds, assignments and documents of every kind or nature which may be necessary or desirable to effectuate the Merger.

3. Articles of Incorporation. The articles of incorporation of MKO as of the Merger Date shall continue in full force and effect until amended or changed as permitted by the provisions of the laws of the State of Ohio.

4. Regulations (Bylaws). The Regulations of MKO as of the Merger Date shall continue in full force and effect until changed, altered or amended as therein provided or in the manner prescribed by the provisions of the laws of the State of Ohio.

5. Directors and Officers. The directors and officers of MKO shall continue to hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Regulations of MKO.

6. Assumption of Liabilities. MKO shall, pursuant to the Merger, assume the obligations of Conda.

7. Disposition of Shares. As of the Merger Date, the issued and outstanding shares of Conda shall be canceled without consideration.

8. Modification or Abandonment of Merger. At any time before the Merger Date, this Agreement may be modified or amended by the respective boards of directors of MKO and Conda, provided that no such modification or amendment shall be inconsistent with requirements of the Idaho Business Corporation Act or the Ohio General Corporation Law.

9. Authorization. The Boards of Directors and the proper officers of MKO and Conda, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

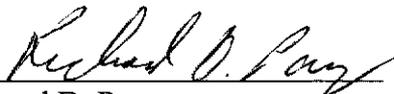
IV. COUNTERPARTS

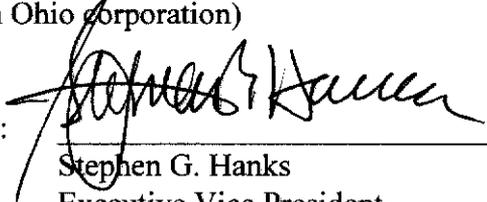
This Agreement may be executed in counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same agreement.

IN WITNESS WHEREOF, the parties have each duly executed this Agreement or caused this Agreement to be duly executed on its behalf on the day and year first above written.

ATTEST:

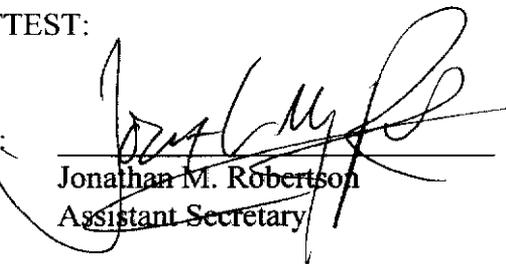
MORRISON KNUDSEN CORPORATION
(an Ohio corporation)

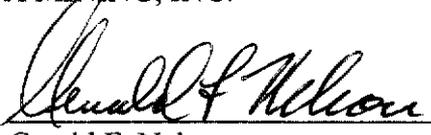
By: 
Richard D. Parry
Assistant Secretary

By: 
Stephen G. Hanks
Executive Vice President

ATTEST:

CONDA MINING, INC.

By: 
Jonathan M. Robertson
Assistant Secretary

By: 
Gerald F. Nelson
President