

JUN 19 9 02 AM '81  
SECRETARY OF STATE

# State of DELAWARE

## Office of SECRETARY OF STATE

I, GLENN C. KENTON, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Ownership of the "Davy McKee Corporation", a corporation organized and existing under the laws of the State of Delaware, merging "HALLANGER ENGINEERS INC.", a corporation organized and existing under the laws of the State of California, pursuant to Section 253 of the General Corporation Law of the State of Delaware, as received and filed in this office the thirty-first day of March, A.D. 1981, at 11 o'clock A.M.

IN TESTIMONY WHEREOF, I have hereunto set my hand  
and official seal at Dover this eleventh day  
of June in the year of our Lord one thousand  
nine hundred and eighty-one.



Glenn C. Kenton, Secretary of State

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CERTIFICATE OF OWNERSHIP  
MERGING HALLANGER ENGINEERS, INC.,  
A CALIFORNIA CORPORATION, INTO  
DAVY MCKEE CORPORATION  
A DELAWARE CORPORATION

DAVY MCKEE CORPORATION, a Delaware corporation, certifies that:

1. It owns all of the issued and outstanding stock of HALLANGER ENGINEERS, INC., a corporation, duly incorporated on September 17, 1971, under the laws of the State of California.

2. The following resolutions were adopted by the Board of Directors of DAVY MCKEE CORPORATION:

WHEREAS, This Corporation owns all of the issued and outstanding stock of Hallanger Engineers, Inc., a California corporation; and

WHEREAS, It is deemed in the best interests of this Corporation and its shareholders that this Corporation merge Hallanger Engineers, Inc. into itself and assume all obligations of Hallanger Engineers, Inc.; now therefore


BE IT RESOLVED, That the officers of this Corporation be empowered to merge Hallanger Engineers, Inc. into itself as of the effective date of the Certificate of Ownership and Merger, to be filed pursuant to Section 253 of the Delaware General Corporation Law and Section 1110 of the California Corporation Code, and assume all obligations of Hallanger Engineers, Inc.

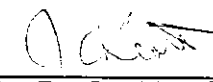
FURTHER RESOLVED, That the President or Vice President and Secretary or Assistant Secretary of this Corporation are hereby empowered to execute and file a Certificate of Ownership and Merger pursuant to Section 253 of the Delaware General Corporation Law and Section 1110 of the California Corporation Code.

3. Said resolutions were adopted at a special meeting of the Board of Directors of this corporation, held on January 30, 1981, at 10:05 a.m. at Cleveland, Ohio. This corporation has seven directors, a quorum of whom were present at such meeting and said resolutions were adopted by unanimous vote of the directors.

4. This Certificate of Merger shall be effective as of the close of business on March 31, 1981.

DAVY McKEE CORPORATION, a Delaware corporation

By   
R. L. Perry, Executive Vice President

Attesta. By   
J. E. Scott, Secretary

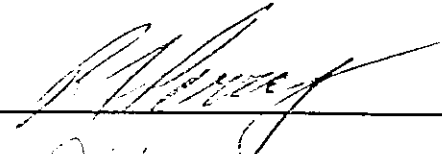
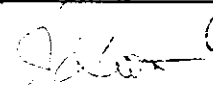
VERIFICATION

R. L. Perry and J. E. Scott say they are the Executive Vice President and Secretary, respectively, of DAVY McKEE CORPORATION, a Delaware corporation.

They have read the foregoing Certificate of Ownership and know the contents thereof. The same is true of their own knowledge.

Executed on March 11, 1981, at Cleveland, Ohio, County of Cuyahoga.

We declare, under penalty of perjury, that the foregoing is true and correct.

  
  
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