



The State of Texas

SECRETARY OF STATE

I, MARK WHITE, Secretary of State of the State of Texas, DO HEREBY CERTIFY that the attached is a true and correct copy of the following described instruments on file in this office:

BOVAY ENGINEERS, INC.

Articles of Merger

May 19, 1975



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this

4th day of June, A. D. 19 75

Mark White
Secretary of State

A R T I C L E S O F M E R G E R
O F

LIMBAUGH ENGINEERS, INC., a NEW MEXICO
CORPORATION

I N T O

BOVAY ENGINEERS, INC., a TEXAS CORPORATION

FILED
In the Office of the
Secretary of State of Texas

MAY 19 1975

James B. Chate
Deputy Director, Corporation Division

Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act, BOVAY ENGINEERS, INC. (the "Parent Corporation"), a corporation organized under the laws of the State of Texas, owning all of the shares of LIMBAUGH ENGINEERS, INC. (the "Subsidiary Corporation"), a corporation organized under the laws of the State of New Mexico; hereby executes the following Articles of Merger:

1. The name of the Parent Corporation is "BOVAY ENGINEERS, INC." and is organized under the laws of the State of Texas.

2. The name of the Subsidiary Corporation is "LIMBAUGH ENGINEERS, INC." and it is organized under the laws of the State of New Mexico.

3. The number of outstanding shares of each class of the stock of the Subsidiary Corporation, and the number of shares of each class of stock owned by the Parent Corporation, are:

<u>CLASS</u>	<u>NUMBER</u>	<u>OWNED BY PARENT CORPORATION</u>
Common Stock \$1.00 Par Value	82,975	82,975

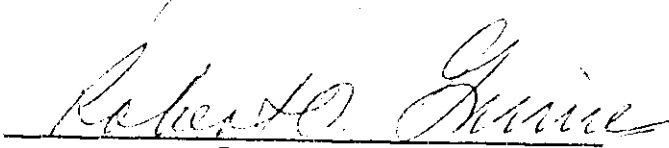
4. A copy of the Resolution of the Board of Directors of the Parent Corporation to merge the Subsidiary Corporation into itself, adopted on April 15, 1975, is attached hereto and made a part hereof.

5. The surviving Parent Corporation is not a foreign corporation, but a domestic corporation.

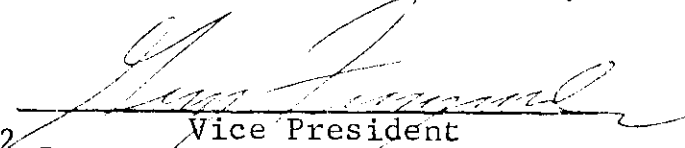
BOVAY ENGINEERS, INC., a Texas
corporation

By


Its Vice President

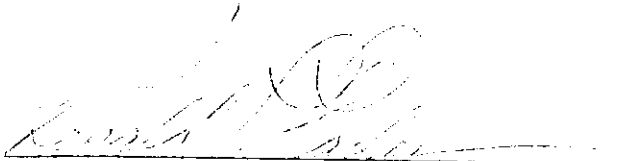

Secretary

I verify that I am one of the corporate officers who signed the foregoing document executed by BOVAY ENGINEERS, INC., and that the statements contained therein are true.


Vice President

STATE OF TEXAS)
) SS:
COUNTY OF HARRIS)


I, Ronald F. Flader, as Notary Public in and for Harris County, Texas do hereby certify that Guy Furgiuele and Robert O. Grimes personally appeared before me this 13th day of May, 1975 and after being duly sworn on their oaths did swear that they are vice-president and secretary respectively of Bovay Engineers, Inc., a Texas Corporation; and that they each acknowledged to me that they executed the foregoing instrument as such officers; and further each swore on his oath that the foregoing is true.



RONALD F. FLADER
Notary Public in and for Harris County, Texas
My Commission Expires June 1, 1976

STATE OF TEXAS)
) SS:
COUNTY OF HARRIS)

The foregoing instrument was acknowledged before
me this 13th day of May, 1975, by _____
Guy Furgivelle, Vice President of BOVAY ENGIN-
EERS, INC.



NOTARY PUBLIC
In and for HARRIS COUNTY, TEXAS

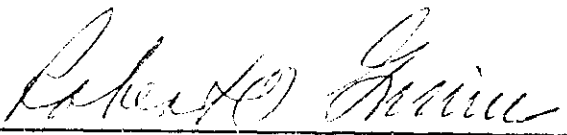
RONALD F. FLADER
Notary Public in and for Harris County, Texas
My Commission Expires June 1, 1975

CERTIFICATE OF CORPORATE RESOLUTION

I, the undersigned Secretary of BOVAY ENGINEERS, INC., a corporation duly organized and existing under the laws of the State of Texas, do hereby certify: that the following is a true copy of a resolution which was duly adopted by the Board of Directors of said Corporation, on April 15, 1975, and that said Resolution is in full force and effect; to-wit:

BE IT RESOLVED, that the Corporation cause LIMBAUGH ENGINEERS, INC., to become a wholly-owned subsidiary of the Corporation, and merge said subsidiary into this Corporation; and that the officers of the Corporation are authorized and directed to perform all deeds, acts and other things necessary and to sign all appropriate documents to accomplish said merger.

IN WITNESS WHEREOF, I have hereunto set my hand and the corporate seal of said Corporation, this 13TH day of May, 1975.


Secretary

(SEAL)