



Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

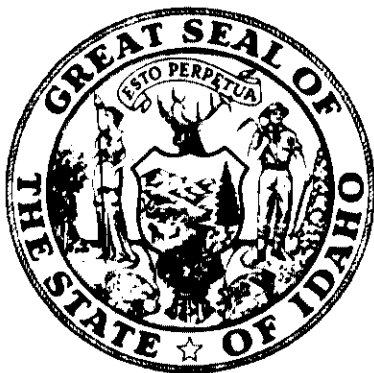
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that duplicate originals of Articles of Merger of ELGIN SYFERD DRAKE, INC., a Washington corporation

into E.S.D., INC., changing its name to ELGIN SYFERD DRAKE, INC.

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 merger, and attach hereto a duplicate original of the Articles of Merger

Dated October 12, 19 88



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF MERGER
OF
ELGIN SYFERD DRAKE, INC., A WASHINGTON CORPORATION
INTO
E.S.D., INC., AN IDAHO CORPORATION

Oct 12 3 58 PM '88
SECRETARY OF STATE

The undersigned corporations, pursuant to the Revised Code of Washington ("RCW") 23A.20 and Idaho Code § 30-1-75, hereby execute in duplicate the following Articles of Merger:

FIRST: The Plan of Merger ("Plan of Merger") attached to these Articles of Merger represents the Plan of Merger by and between Elgin Syferd Drake, Inc., a Washington corporation, (ESD-W) and E.S.D., Inc., an Idaho corporation, (ESD-I) pursuant to which ESD-W will merge with and into ESD-I, with ESD-I as a surviving corporation. ESD-W and ESD-I are sometimes referred to herein as the "Constituent Corporations."

SECOND: (a) There were 10,000 shares of common stock of ESD-W outstanding, all of which shares were owned by ESD-I;

(b) No vote of shareholders of ESD-W is required by reason of the applicable laws of the state of Washington relating to the merger of a subsidiary which is at least 95% owned by the parent corporation into the parent corporation. ESD-W is a wholly-owned subsidiary of ESD-I; and

(c) No vote of shareholders of ESD-I is required by reason of the applicable laws of the state of Idaho relating to the merger of a subsidiary which is at least 90% owned by the parent corporation into the parent corporation.

THIRD: Pursuant to RCW 23A.20.070, ESD-I, as the surviving corporation, hereby:

(a) Agrees that it may be served with process in the state of Washington in any proceeding for the enforcement of any obligation of ESD-W, and in any proceeding for the enforcement of the rights, if any, of a dissenting shareholder of ESD-W against ESD-I, the surviving corporation;

(b) Irrevocably appoints the Secretary of State of the state of Washington as its agent to accept service of process in any such proceeding; and

(c) Agrees that it will promptly pay to dissenting shareholders of ESD-W the amount, if any, to which they shall be entitled under the provisions of Title 23A, RCW with respect to the rights of dissenting shareholders.

FOURTH: Article I of the Articles of Incorporation of ESD-I is hereby amended in its entirety to read:

First: The name of the corporation is Elgin Syferd Drake, Inc.

FIFTH: A copy of the Plan of Merger was delivered to ESD-I, the sole shareholder of ESD-W, on August 1, 1988.

DATED this 30th day of August, 1988.

ELGIN SYFERD DRAKE, INC.

By 

Its President

By 

Its Secretary

E.S.D., INC.

By 

Its President

By 

Its Secretary

The undersigned officer of E.S.D., Inc. hereby verifies that the foregoing Articles of Merger were duly adopted by E.S.D., Inc. by Consent in Lieu of Meeting of the Board of Directors of E.S.D., Inc. dated August 1, 1988.

By 

David Syferd, Secretary

4200C

STATE OF WASHINGTON)
)ss
COUNTY OF KING)

Oct 12 3 58 PM '88

SECRETARY OF STATE

I, Robert J. Diercks, a notary public, do hereby certify that on this 30th day of August, 1988, personally appeared before me Ron Elgin and David N. Syferd, who, being by me first duly sworn, declared that they are the president and secretary, respectively, of ELGIN SYFERD DRAKE INC., a Washington corporation and E.S.D., INC., an Idaho corporation, that each of them signed the foregoing document as president and secretary, respectively of the two corporations, and that the statements therein contained are true.

Robert J. Diercks
Notary Public for WASHINGTON
Residing at: *Issaquah*
My Commission Expires: *11/12/88*

(Notarial Seal)

PLAN OF MERGER
OF
ELGIN SYFERD DRAKE, INC.
INTO
E.S.D., INC.

Oct 12 3 58 PM '88
SECRETARY OF STATE

I.

PARTIES

ELGIN SYFERD DRAKE, INC., a Washington corporation, proposes to merge into E.S.D, INC., an Idaho corporation, ("ESD") which is hereafter designated the surviving corporation.

II.

TERMS AND CONDITIONS

1. Governing Law. This merger is pursuant to RCW 23A.20 of the Washington Business Corporation Act and § 30-1-75 of the Idaho Code.

This Merger is intended and shall be treated as a reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

2. Effective Date; Termination. The effective date ("Effective Date") of this merger shall be January 1, 1988.

3. Directors and Officers. The directors and officers of ESD immediately prior to the Effective Date shall continue as such after the Effective Date, to serve until the next annual meeting of shareholders and directors, respectively, and the election and qualification of their successors.

III.

MANNER OF CONVERSION OF SHARES

Each share of \$.01 dollar par value common stock of Elgin Syferd Drake, Inc. shall be cancelled without payment of any

consideration and all certificates representing such shares shall be surrendered to ESD. ESD shall advise shareholders of the disappearing corporation as to the procedure for surrender of their certificates of stock of such corporation within 30 days following the Effective Date.

IV.

CHANGES TO ARTICLES OF INCORPORATION OF ESD

As of the Effective Date, the Articles of Incorporation of ESD are amended as follows:

1. Article I is amended in its entirety to read:

FIRST: The name of the corporation is
ELGIN SYFERD DRAKE, INC.

4178C