

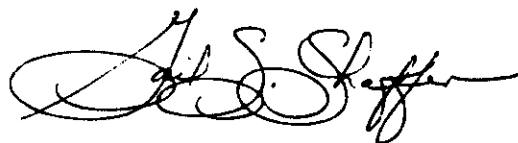
State of New York }  
Department of State } SS.:

5648

*I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.*

*Witness my hand and seal of the Department of State on*

JAN 10 1903



*Secretary of State*

800

CERTIFICATE OF MERGER

OF

PRC QUINTON

INTO

PRC ENGINEERING, INC.

UNDER SECTION 905 OF THE  
NEW YORK BUSINESS CORPORATION LAW

P-41

Pursuant to Section 905 of the Business Corporation Law of  
the State of New York, the undersigned do hereby certify that:

1. The name of the subsidiary corporation to be merged (hereinafter referred to as the "subsidiary corporation") is PRC Quinton (incorporated under the name Budlong & Associates).

The name of the surviving corporation (hereinafter referred to as the "surviving corporation") is PRC Engineering, Inc. (incorporated under the name of Frederic R. Harris, Inc. was filed on May 3, 1980.

2. There are three hundred (300) shares of common stock of the subsidiary corporation issued and outstanding, all of which are owned by the surviving corporation.
3. The effective date of the merger is December 31, 1982.
4. The certificate of incorporation of the subsidiary corporation was filed by the Department of State of California on December 22, 1958. No Application for Authority for the corporation has been filed in New York State.
5. The plan of merger was adopted by the Board of Directors of the surviving corporation.


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IN WITNESS WHEREOF, PRC Engineering, Inc., the  
surviving corporation, does hereby cause this Certificate  
of Merger to be executed by its President and its  
Secretary this 15th day of December, 1982.

Dated: December 15, 1982.

PRC ENGINEERING, INC.

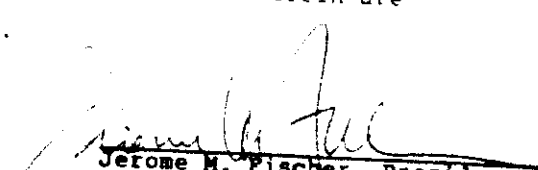
By   
Jerome M. Fischer, President

By   
Ruth M. Friedman, Secretary

STATE OF NEW YORK )  
                              ): ss.  
COUNTY OF NEW YORK)

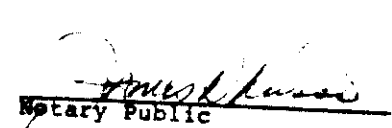
Jerome M. Fischer and Ruth M. Friedman, being duly  
sworn, each deposes and says that they are the President  
and Secretary, respectively, of PRC Engineering, Inc., the  
corporation which signed the foregoing Certificate of  
Merger; that they signed said Certificate in the corporate

name in their capacities as President and Secretary; that they have read the said Certificate and know the contents thereof; and that the statements contained therein are true of their own knowledge.

  
Jerome M. Fischer, President

  
Ruth M. Friedman, Secretary

Subscribed and sworn to before me this 15<sup>th</sup> day  
of December, 1982.

  
Notary Public

JAMES D. RUSSO  
Notary Public, State of New York  
No. 31-4882302  
Qualified in New York County  
Commission Expires March 30, 1984

PH

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED DEC 31 1982

AMT. OF CHECK \$ 90  
FILING FEE \$ 100  
TAX \$ \_\_\_\_\_  
COUNTY FEE \$ \_\_\_\_\_  
COPY \$ 20  
CERT \$ \_\_\_\_\_  
REFUND \$ \_\_\_\_\_  
SPEC HANDLE \$ 10

BY New

**BILLED**

CERTIFICATE OF MERGER

OF

① PRC QUINTON

into

② PRC ENGINEERING, INC.

Under Section 905 of the Business Corporation Law

① 10R

② as of 7/7/81 NYC  
LMA823556-4

Eng. Frederick A. Harris, Inc.  
5/31/80 3782-46

10010 PV

Planning Research Corporation  
Attn: Cherry Harth  
1500 Planning Research Drive  
McLean, Virginia 22102

FILED

DEC 31 1982

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