

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

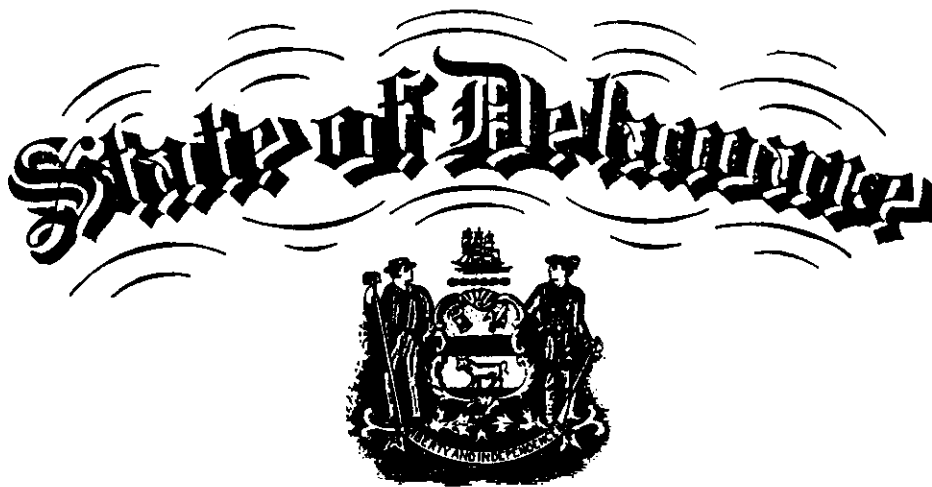
EICHLER CORPORATION

a corporation duly organized and existing under the laws of **Delaware** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Eighteenth** day of **September,** 19 **61**, a properly authenticated copy of its articles of incorporation, and on the **Eighteenth** day of **September,** 19 **61**, a designation of **J. L. Eberle** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **18th** day of **September**, A.D. 19**61**.

Secretary of State.



Office of Secretary of State.

I, ELISHA C. DUKES, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing pages numbered from 1 to 8, both numbers inclusive, is a true and correct copy of Certificate of Incorporation of the "EICHLEAY ENGINEERING CORPORATION", as received and filed in this office the twentieth day of February, A.D. 1933, at 1 o'clock P.M.;

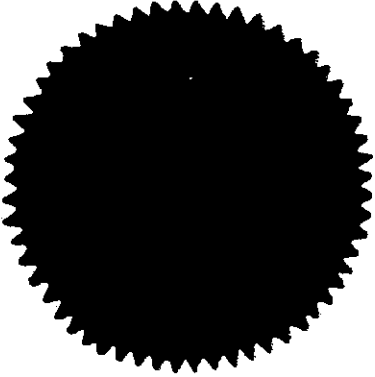
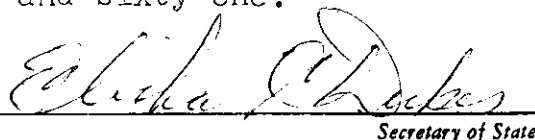
And I do hereby further certify that the above and foregoing pages numbered from 1 to 3, both numbers inclusive, is a true and correct copy of Certificate of Amendment of Certificate of Incorporation of the "EICHLEAY ENGINEERING CORPORATION", as received and filed in this office the fourteenth day of December, A.D. 1940, at 11 o'clock A.M.;

And I do hereby further certify that the above and foregoing pages numbered from 1 to 17, both numbers inclusive, is a true and correct copy of Certificate of Agreement of Merger between "EICHLEAY ENGINEERING CORPORATION OF PENNSYLVANIA", a corporation organized and existing under the laws of the State of Pennsylvania and "EICHLEAY CORPORATION", a corporation organized and existing under the laws of the State of Delaware, under the name of "EICHLEAY CORPORATION", as received and filed in this office the third day of July, A.D. 1947, at 8 o'clock A.M.;

And I do hereby further certify that the aforesaid Corporation shall be governed by the laws of the State of Delaware;

And I do hereby further certify that the above and foregoing pages numbered from 1 to 4, both numbers inclusive, is a true and correct copy of Certificate of Amendment of the "EICHLEAY CORPORATION", as received and filed in this office the nineteenth day of November, A.D. 1958, at 10 o'clock A.M.

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



Secretary of State

CERTIFICATE OF INCORPORATION
OF
EICHLEAY ENGINEERING CORPORATION

* * * * *

FIRST: The name of the corporation is
EICHLEAY ENGINEERING CORPORATION.

SECOND: Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington, Delaware.

THIRD: The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

House moving, shoring and foundation work; the raising, lowering, moving, shoring and underpinning of iron and steel, brick, concrete and frame buildings, structures, pipes, pipe lines, and heavy objects of all kinds.

To carry on and conduct a general contracting business, including therein, the designing, constructing, enlarging, repairing and moving or otherwise engaging in any work of construction or alteration, or the improvement upon buildings, roads, highways, manufacturing plants, bridges, piers, docks, tunnels, tubes, pipe lines, mines, water works, railroads and to own, manufacture and furnish the building materials and supplies connected therewith.

To design, detail, fabricate, manufacture, erect, buy, sell, treat, deal in and with structural steel, ornamental iron and kindred metal products for buildings, bridges and other structures. The acquisition by purchase, mining, manufacturing or otherwise of all materials, supplies, and other articles necessary or convenient for use in connection with and carrying on the business herein mentioned or any part thereof.

To manufacture or license others to manufacture, and to buy, sell, lease, or otherwise acquire or dispose of machines, machinery parts, appliances, utilities, devices, castings, implements, tools, fixtures, instruments, apparatus, patented or otherwise and in commodities and merchandise of every kind and nature and all articles of commerce.

To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares and merchandise and real and personal property of every class and description.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state, country, nation or government, and while owner thereof to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

To enter into, make and perform contracts of every

kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

To borrow or raise moneys for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the States, Districts, Territories or Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony or Country.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers

conferred by the laws of Delaware upon corporations formed under the act hereinafter referred to, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is Two Thousand Five Hundred (2,500); all of such shares shall be without par value.

At all elections of directors, each stockholder entitled to vote shall be entitled to as many votes as shall equal the number of his shares of stock, multiplied by the number of directors to be elected, and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

FIFTH: The amount of capital with which this corporation will commence business is One Thousand Dollars (\$1,000.00).

SIXTH: The names and places of residence of the incorporators are as follows:

NAMES	RESIDENCES
C. S. Peabbles	Wilmington, Delaware
L. E. Gray	Wilmington, Delaware
Alfred Jervae	Wilmington, Delaware

SEVENTH: The corporation is to have perpetual existence.

EIGHTH: The private property of the stockholders shall

not be subject to the payment of corporate debts to any extent whatever.

NINTH: In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make and alter the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose or to abolish any such reserve in the manner in which it was created.

By resolution or resolutions, passed by a majority of the whole board to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, the board of directors shall have power and authority to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate

franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

The corporation may in its by-laws confer powers upon its board of directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon it by statute.

TENTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 3883 of the Revised Code of 1915 of said State, or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 43 of the General Corporation Law of the State of Delaware, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said Court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the Court

to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

ELEVENTH: Both stockholders and directors shall have power, if the by-laws so provide, to hold their meetings, and to have one or more offices within or without the State of Delaware, and to keep the books of this corporation (subject to the provisions of the statutes), outside of the State of Delaware at such places as may be from time to time designated by the board of directors.

TWELFTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Delaware, and in pursuance of the General Corporation Law of the State of Delaware, being Chapter 65 of the Revised Code of Delaware, and the acts amendatory thereof and supplemental thereto, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 20th day of February, A. D. 1933.

In presence of

Harold E. Gantland

C. S. Trubbs

L. E. Gray

Alfred Ferris

STATE OF DELAWARE }
COUNTY OF NEW CASTLE } ss

BE IT REMEMBERED, That on this 20th day of February, A. D. 1933, personally came before me Harold E. Grantland a Notary Public for the State of Delaware, C. S. Peabbles, L. E. Gray and Alfred Jervis all of the parties to the foregoing certificate of incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers respectively and that the facts therein stated are truly set forth.

GIVEN UNDER my hand and seal of office the day and year aforesaid.

HAROLD E. GRANTLAND
NOTARY PUBLIC
APPOINTED JAN. 11, 1933
TERM TWO YEARS
STATE OF DELAWARE


Notary Public

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

* * *

EICHLEAY ENGINEERING CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of said EICHLEAY ENGINEERING CORPORATION duly held and convened, a resolution was duly adopted setting forth an amendment proposed to the Certificate of Incorporation of said corporation as follows:

RESOLVED, That the Certificate of Incorporation of said EICHLEAY ENGINEERING CORPORATION be amended by striking out all of the Article thereof numbered "FIRST" and by inserting in lieu thereof the following:

"FIRST. The name of the corporation is
EICHLEAY CORPORATION"

and declaring said amendment advisable and calling a meeting of the stockholders of said corporation for consideration thereof.

SECOND: That thereafter, pursuant to the aforesaid resolution of its board of directors, a special meeting of the stockholders of said corporation was duly called and held, at which meeting the necessary number of stockholders as required by statute voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 26 of the General Corporation Law of Delaware as amended.

IN WITNESS WHEREOF, said EICHLEAY ENGINEERING CORPORATION has caused its corporate seal to be hereunto affixed and this certificate to be signed by J. W. Eichleay, its President, and E. S. Daley, its Assistant Secretary this 9th day of December, 1940.

By J. W. Eichleay
President

By E. S. Daley
Assistant Secretary

* EICHLEAY ENGINEERING CORPORATION *
* Corporate Seal *
* Delaware 1933 *

STATE OF PENNSYLVANIA }
COUNTY OF ALLEGHENY } SS:

BE IT REMEMBERED that on this 9th day of December, A. D. 1940, personally came before me, a Notary Public in and for the County and State aforesaid, J. W. Eichleay, President of EICHLEAY ENGINEERING CORPORATION, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said J. W. Eichleay, as such President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said President and Secretary of said Company respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Pearl Hollis
Notary Public

Pearl Hollis, Notary Public
My commission expires March 12, 1941

* PEARL HOLLIS *
* Notary Public *
* Allegheny County *
* Pittsburgh, Pa. *

AGREEMENT OF MERGERBY AND BETWEEN

EICHLEAY ENGINEERING CORPORATION OF PENNSYLVANIA,
(a Pennsylvania corporation)

AND

EICHLEAY CORPORATION. (a Delaware corporation).

THIS AGREEMENT OF MERGER made and entered into this 27th day of June, 1947, by and between EICHLEAY ENGINEERING CORPORATION OF PENNSYLVANIA, a Pennsylvania corporation, (hereinafter sometimes called the "Pennsylvania corporation"), party of the first part, and EICHLEAY CORPORATION, formerly known as Eichleay Engineering Corporation, a Delaware corporation, (hereinafter sometimes called the "Delaware corporation" and sometimes the "Surviving corporation"), party of the second part.

WHEREAS, said Pennsylvania corporation has heretofore been duly organized under and by virtue of the Laws of the Commonwealth of Pennsylvania, the certificate of incorporation of which corporation was filed in the office of the Secretary of the Commonwealth on the 4th day of May, 1936, recorded in Charter Book No. 361, page 238, upon which Letters Patent were issued on the 11th day of May, 1936.

WHEREAS, said Pennsylvania corporation has an authorized capital of \$50,000.00 divided into 500 shares of the par value of \$100.00 per share, all of which shares are now issued and outstanding, 135 shares being owned and held by J.W. Eichleay and 365 shares being owned and held by the Delaware corporation.

WHEREAS, said Delaware corporation has heretofore been duly organized under and by virtue of the General Corporation Law

of the State of Delaware, the certificate of incorporation of which corporation was filed in the office of the Secretary of State of Delaware on the 20th day of February, 1933, and recorded in the office of the Recorder of Deeds for the County of New Castle on the 20th day of February, 1933, in Record M, Vol. 40, page 247; as amended by articles of amendment effecting change of name from Eichleay Engineering Corporation to Eichleay Corporation.

WHEREAS, said Delaware corporation has an authorized capital of 2,500 shares without par value and 1,000 shares have been issued and are all owned and held by J.W. Eichleay.

WHEREAS, the Board of Directors of each of said corporations, parties hereto, to the end that greater efficiency and economy in the management of the business carried on by each corporation may be accomplished, does deem it advisable and generally to the advantage and welfare of said corporations and their respective stockholders that such corporations merge into a single corporation.

WHEREAS, the General Corporation Law of Delaware authorizes the merger of a corporation organized and existing under the laws of another state, into a corporation organized and existing under said General Corporation Law of Delaware, and the provisions of Article IX of the Business Corporation Law of the Commonwealth of Pennsylvania, authorize the merger of a corporation organized under the laws of Pennsylvania into a corporation organized and existing under the laws of another state.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants, agreements, provisions and grants hereinafter

contained, it is hereby agreed by and between the parties hereto and in accordance with the General Corporation Law of the State of Delaware and the Business Corporation Law of the Commonwealth of Pennsylvania, as follows:

(1) Said Eichleay Engineering Corporation of Pennsylvania shall be and the same is hereby merged into Eichleay Corporation, which single surviving corporation is organized under the General Corporation Law of Delaware.

(2) The terms and conditions of such merger and the method of carrying the same into effect, and the manner of converting the shares of stock of said corporations into shares of such surviving corporation are as follows:

FIRST: The name of said Surviving corporation is EICHLEAY CORPORATION. The Company shall be governed by the General Corporation Law of the State of Delaware.

SECOND: The principal office of the Company in the State of Delaware is to be located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle, and the name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington, Delaware.

THIRD: The nature of the business and the objects and purposes to be transacted, promoted or carried on by the Surviving corporation are those set forth in the certificate of incorporation of the Delaware corporation.

FOURTH: The total number of shares of stock which the Surviving corporation shall have authority to issue is 2,500; all of such shares shall be without par value.

FIFTH: The total amount of the capital stock of the Surviving corporation to be issued for capital stock of the

Pennsylvania corporation is 135 shares. On the effective date of the merger each share of the capital stock of the Pennsylvania corporation outstanding and not held by the Delaware corporation shall forthwith be converted into and exchangeable for one share of the capital stock with the no-par value of the Surviving corporation; and the holder thereof shall thereafter be entitled upon presentation and surrender for cancellation of the certificate or certificates representing such shares to receive in exchange therefor a certificate or certificates representing the shares of fully paid and non-assessable capital stock with the no-par value of the Surviving corporation which such holder shall be entitled upon the aforesaid basis of exchange and conversion.

The Surviving corporation will issue no shares of its capital stock for the shares of the capital stock of the Pennsylvania corporation held by it. The shares of stock held by the Delaware corporation in the Pennsylvania corporation on the effective date of the merger shall be deemed to be cancelled. The issued shares of the Delaware Company shall remain the same.

SIXTH: The Surviving corporation without delay shall issue certificates of stock in such form as the Board of Directors shall approve.

SEVENTH: The Surviving corporation has perpetual existence.

EIGHTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH: The Surviving corporation shall have a stated capital of \$113,500.00, the balance of the aggregate amount of the net assets of the constituent corporations which was

available for the payment of dividends immediately prior to the effective date of the merger shall continue to be available for the payment of dividends by the Surviving Corporation.

TENTH: The assets and liabilities of the Pennsylvania Corporation (except for the items of capitalization), as of the effective date of the merger, shall be taken up on the books of the Surviving Corporation at the amounts at which they shall at that time be carried on the books of the Pennsylvania Corporation; provided, however, that any accounts between the constituent corporations shall be eliminated as assets or liabilities, as the case may be, of the Surviving Corporation as at the effective date of the merger, and shall not be taken up on the books of the Surviving Corporation at that time.

ELEVENTH: The present by-laws of the Surviving Corporation shall remain and be the by-laws of the Company until the same shall be altered or amended according to the provisions thereof, either by the board of directors or by the stockholders of the Surviving Corporation. The board of directors of the Surviving Corporation shall have power to make and alter the by-laws of the Surviving Corporation. Articles Ninth, Tenth and Eleventh of the original Certificate of Incorporation shall remain in effect upon the filing of this Agreement of Merger.

TWELFTH: The present directors and officers of the Delaware Corporation shall continue to be the directors and officers of the Surviving Corporation, and shall continue to hold office until their respective successors shall have been chosen or appointed according to the By-Laws of the Surviving Corporation.

THIRTEENTH: The Surviving Corporation shall pay all expenses of carrying this agreement into effect and of accomplishing the merger.

FOURTEENTH: If at any time the Surviving corporation shall consider or be advised that any further assignments or assurances in the law or any things are necessary or desirable to vest in the Company, according to the terms hereof, the title to any property, rights, privileges or franchises of or assets of either constituent corporation, each said constituent corporation and the proper officers and directors of constituent corporation shall and will execute and make all such proper assignments and assurances in the law and do all things necessary or proper to vest in and confirm to the Company title and possession of all such property, rights, privileges and franchises and otherwise to carry out the purposes of this agreement.

FIFTEENTH: When this Agreement shall have been approved, signed, acknowledged, filed and recorded, as required by law, the separate existence of the Pennsylvania Corporation shall cease and said corporation shall be merged into the Delaware Corporation in accordance with this Agreement; and thereupon all and singular the rights, privileges, powers and franchises of each of the constituent corporations, both of a public and a private nature, and all the property, real, personal and mixed, of each of the constituent corporations, all debts due on whatever account to either of the constituent corporations, including any choses in action belonging to either of the constituent corporations, and all and every other interest of each of the constituent corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation as effectually as they were vested in the respective constituent corporations, without further act or deed; and all property, rights, privileges, powers and franchises, and all and every other interest of the constituent corporations

shall thereafter be as effectually the property of the Surviving Corporation as they were of the said constituent corporations or either of them; and the title to any and all real estate, vested in either of the constituent corporations, by deed or otherwise, shall not revert or be in any way impaired by reason of the merger herein provided for, but shall be vested in the Surviving Corporation.

SIXTEENTH: This Agreement of Merger shall become effective when filed in the office of the Secretary of State of the State of Delaware as required by the General Corporation Law of the State of Delaware, and when Articles of Merger are filed with the Department of State of the Commonwealth of Pennsylvania as required by the Business Corporation Law of the Commonwealth of Pennsylvania.

The Surviving corporation reserves the right to amend, alter, change or repeal any provision contained in this Agreement of Merger in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, a majority of the directors of EICHLEAY ENGINEERING CORPORATION OF PENNSYLVANIA, a Pennsylvania corporation, and a majority of the directors of EICHLEAY CORPORATION, a corporation of the State of Delaware, have this 5th day of June, 1947, signed this Agreement and Act of Merger under the corporate seals of said respective organizations.

EICHLEAY ENGINEERING
CORPORATION OF PENNSYLVANIA
INCORPORATED 1936
PENNSYLVANIA

Signed, sealed and delivered
in the presence of:

ES Daley

J. H. Eichleay

C. M. Barnes

M. D. Eichleay

being a majority of the directors of
EICHLEAY ENGINEERING CORPORATION OF
PENNSYLVANIA, organized under the
laws of the Commonwealth of Pennsylvania.

EICHLEAY CORPORATION
CORPORATE SEAL 1933
DELAWARE

Signed, sealed and delivered
in the presence of:

ES Daley

J. H. Eichleay

C. M. Barnes

M. D. Eichleay

being a majority of the directors of
EICHLEAY CORPORATION, organized under
the laws of the State of Delaware.

I, M. D. EICHLEAY, Secretary of EICHLEAY ENGINEERING CORPORATION OF PENNSYLVANIA, a corporation organized and existing under the laws of the Commonwealth of Pennsylvania, hereby certify as such Secretary and under the seal of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation by a majority of the directors thereof and having been signed by a majority of the directors of Eichleay Corporation, a corporation of the State of Delaware, was duly submitted to the shareholders of said Eichleay Engineering Corporation of Pennsylvania at a special meeting of said shareholders called separately and held on waiver of notice signed by all the shareholders, a signed copy of which is hereto attached, made a part of said Agreement of Merger, for the purpose of considering and taking action upon said Agreement of Merger and that at said meeting said Agreement of Merger was considered and a vote by ballot in person was taken for the adoption or rejection of the same, each share of the capital stock of said corporation entitling the holder thereof to one vote, that 500 shares of stock are issued and outstanding and that 500 voted in favor of said Agreement of Merger, which Agreement of Merger was thereby at said meeting duly adopted as the act of the shareholders of said Eichleay Engineering Corporation of Pennsylvania, in accordance with the provisions of the Pennsylvania Business Corporation Law.

In Witness Whereof, I have hereunto signed my name and affixed the seal of the said Eichleay Engineering Corporation of Pennsylvania this 27th day of June, 1947.

EICHLEAY ENGINEERING
CORPORATION OF PENNSYLVANIA
INCORPORATED 1936
PENNSYLVANIA

M. D. Eichleay
Secretary of the EICHLEAY ENGINEERING
CORPORATION OF PENNSYLVANIA

WAIVER OF NOTICE
SPECIAL MEETING OF SHAREHOLDERS
EICHLEAY ENGINEERING CORPORATION OF PENNSYLVANIA

The undersigned, being all of the shareholders of the above named corporation, a corporation organized and existing under the laws of the Commonwealth of Pennsylvania, do hereby assent and agree that a meeting of the shareholders of said corporation shall be held at the office of the corporation, at No. 33 South Nineteenth Street, in the City of Pittsburgh, State of Pennsylvania, on the 27th day of June, 1947, at 2:30 o'clock in the after noon, for the purpose of considering the advisability of approving of an agreement merging said corporation into Eichleay Corporation, a corporation of the State of Delaware, and the transaction of other business incidental to the foregoing purposes. And we do hereby waive all the requirements of the laws of Pennsylvania and of the by-laws of the corporation as to notice of such meeting.

Dated June 27th, 1947.

Attest:

M. D. Eichleay
Secretary

By

J. H. Eichleay
Eichleay Engineering Corporation of Pa.
President

I, M. D. EICHLEAY, Secretary of the EICHLEAY CORPORATION, a corporation organized and existing under the laws of the State of Delaware, hereby certify as such Secretary and under the seal of said corporation that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation by a majority of the directors thereof and having been signed by a majority of the directors of Eichleay Engineering Corporation of Pennsylvania, a corporation of the Commonwealth of Pennsylvania, was duly adopted pursuant to Section 59 of the General Corporation Law of the State of Delaware at a special meeting of the shareholders of the said Eichleay Corporation called separately and held on waiver of notice signed by all the shareholders, a signed copy of which is hereto attached and made a part of said Agreement of Merger, for the purpose of considering and taking action upon said Agreement of Merger and that at said meeting, said Agreement of Merger was considered and a vote by ballot in person was taken for the adoption or rejection of the same, each share of the capital stock of said corporation entitling the holder thereof to one vote, that 1000 shares of stock are issued and outstanding, and that 1000 voted in favor of said agreement being all the total number of shares of the outstanding capital stock.

In Witness Whereof, I have hereunto signed my name and affixed the seal of said Eichleay Corporation this 27th day of June, 1947.

EICHLEAY CORPORATION
CORPORATE SEAL 1933
DELAWARE

M. D. Eichleay
Secretary of the EICHLEAY CORPORATION.

EICHLEAY CORPORATION
WAIVER OF NOTICE
SPECIAL MEETING OF SHAREHOLDERS

* * *

The undersigned, being the only shareholder of the above named corporation, a corporation organized and existing under the laws of the State of Delaware, do hereby assent and agree that a meeting of the shareholder of said corporation shall be held at the office of the corporation, at No. 33 South Nineteenth Street, in the City of Pittsburgh, State of Pennsylvania, on the 27th day of June, 1947, at 2:30 o'clock in the afternoon, for the purpose of considering the advisability of approving an agreement merging into said corporation Eichleay Engineering Corporation of Pennsylvania, a corporation of the State of Pennsylvania, and the transaction of other business incidental to the foregoing purposes. And we do hereby waive all the requirements of the laws of Delaware and of the by-laws of the corporation as to notice of such meeting.

Dated June 27th, 1947.

Witness:

W. D. Eichleay

J. H. Eichleay

THE ABOVE AGREEMENT OF MERGER, having been executed by a majority of the board of directors of each of the corporations' parties to the said agreement, and having been adopted by the stockholders of each of said corporations in accordance with the laws of the state under which each corporation was incorporated, the President and Secretary of each corporation, party to the said Agreement of Merger DO NOW HEREBY EXECUTE this Agreement of Merger under the corporate seals of their respective corporations, by authority of the directors and stockholders thereof, as the respective act, deed and agreement of each of said corporations, and each of said corporations has caused this Agreement of Merger to be signed in its name and on its behalf by its President and its corporate seal to be hereto attached and attested by its secretary on this 27th day of June, 1947.

EICHLEAY CORPORATION
CORPORATE SEAL 1933
DELAWARE

Attest:

W. D. Eichleay
Secretary

EICHLEAY CORPORATION, organized under the laws of the State of Delaware

By J. M. Eichleay
President

W. D. Eichleay
Secretary

EICHLEAY ENGINEERING
CORPORATION OF PENNSYLVANIA
INCORPORATED 1936
PENNSYLVANIA

Attest:

W. D. Eichleay
Secretary

EICHLEAY ENGINEERING CORPORATION OF PENNSYLVANIA, organized under the laws of the State of Pennsylvania.

By J. M. Eichleay
President

W. D. Eichleay
Secretary

STATE OF PENNSYLVANIA)
COUNTY OF ALLEGHENY) SS.

BE IT REMEMBERED that on this 27th day of June, 1947, personally came before me, a Notary Public, in and for the county and state aforesaid, J. W. EICHLEAY, President of EICHLEAY ENGINEERING CORPORATION OF PENNSYLVANIA, a corporation of the State of Pennsylvania and one of the corporations described in and which executed the foregoing Agreement of Merger, known to me personally to be such, and he, the said J. W. Eichleay as such President, duly executed said Agreement of Merger before me and acknowledged said Agreement of Merger to be the act, deed and agreement of said Eichleay Engineering Corporation of Pennsylvania, that the signatures of the said President and the Secretary of said corporation to said foregoing Agreement of Merger are in the proper handwriting of said President and Secretary of said Eichleay Engineering Corporation of Pennsylvania, and that the seal affixed to said Agreement of Merger is the common corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Raymond R. Pollitt
Notary Public

RAYMOND R. POLLITT
NOTARY PUBLIC
PITTSBURGH
ALLEGHENY CO.
PENNSYLVANIA

MY COMMISSION EXPIRES
MARCH 3, 1951

STATE OF PENNSYLVANIA)
) SS.
COUNTY OF ALLEGHENY)

BE IT REMEMBERED that on this 27th day of June, 1947, personally came before me, a Notary Public, in and for the county and state aforesaid, J. W. EICHLEAY, President of EICHLEAY CORPORATION, a corporation of the State of Delaware and one of the corporations described in and which executed the foregoing Agreement of Merger, known to me personally to be such, and he, the said J. W. Eichleay, as such President duly executed said Agreement of Merger before me and acknowledged said Agreement of Merger to be the act, deed and agreement of said Eichleay Corporation, that the signatures of the said President and the Secretary of said corporation to said foregoing Agreement of Merger are in the proper handwriting of said President and Secretary of said Eichleay Corporation, and that the seal affixed to said Agreement of Merger is the common corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.



Notary Public

RAYMOND R. POLLITT
NOTARY PUBLIC
PITTSBURGH
ALLEGHENY CO.
PENNSYLVANIA

MY COMMISSION EXPIRES
MARCH 3, 1951

STATE OF PENNSYLVANIA)
) SS.
COUNTY OF ALLEGHENY)

I HEREBY CERTIFY, that on the 27th day of June, 1947, before me, the subscriber, a notary public of the State of Pennsylvania, in and for the County of Allegheny, personally appeared M. D. EICHLEAY and made oath in due form of law that she was secretary of the meeting of stockholders of EICHLEAY ENGINEERING CORPORATION OF PENNSYLVANIA, a corporation of the State of Pennsylvania, at which the foregoing Agreement of Merger was approved, and made oath in due form of law that said agreement was duly advised by the Board of Directors and approved by the stockholders of said corporation.

WITNESS my hand and notarial seal the day and year last above written.



Notary Public

RAYMOND R. POLLITT
NOTARY PUBLIC
PITTSBURGH
ALLEGHENY CO.
PENNSYLVANIA

MY COMMISSION EXPIRES
MARCH 3, 1951

STATE OF PENNSYLVANIA }
COUNTY OF ALLEGHENY } SS.

I HEREBY CERTIFY, that on the 27th day of June, 1947, before me, the subscriber, a notary public of the State of Pennsylvania, in and for the County of Allegheny, personally appeared M. D. EICHLEAY and made oath in due form of law that she was secretary of the meeting of stockholders of EICHLEAY CORPORATION, a corporation of the State of Delaware, at which the foregoing Agreement of Merger was approved, and made oath in due form of law that said agreement was duly advised by the Board of Directors and approved by the stockholders of said corporation.

WITNESS my hand and notarial seal the day and year last above written.


Notary Public

RAYMOND R. POLLITT
NOTARY PUBLIC
PITTSBURGH
ALLEGHENY CO.
PENNSYLVANIA

MY COMMISSION EXPIRES
MARCH 3, 1951

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

EICHLEAY CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY.

FIRST: That the Board of Directors of said corporation, at a meeting duly held, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "Fourth" so that, as amended, said Article shall be and read as follows:

"Fourth: The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue is 22,000, of which (i) 11,000 shares are to be Common Stock of the par value of \$100 per share, having an aggregate par value of \$1,100,000, and (ii) 11,000 shares are to be 5% Non-cumulative Participating Preferred Stock (hereinafter called "Preferred Stock") of the par value of \$100 per share, having an aggregate par value of \$1,100,000.

The following is a description of each of such classes of stock and a statement of the preferences, qualifications, limitations, restrictions and the special or relative rights granted to or imposed upon the shares of each such class:

(a) Dividends on the Preferred Stock and the Common Stock shall be payable only out of funds of the Corporation legally available for the payment thereof and only as and when declared by the Board of Directors of the Corporation, but, subject to the provisions hereinafter set forth, may, in any fiscal year, be paid out of any funds legally available for the payment of dividends, whether earned during such fiscal year or any prior fiscal year or years.

(b) The holders of the Preferred Stock shall be entitled to receive cash dividends in each fiscal year up to the amount of \$5.00 per share before

any dividends shall be paid upon the Common Stock, but such dividends on the Preferred Stock shall be noncumulative, whether or not in any fiscal year there shall be funds legally available for the payment of dividends in such fiscal year, so that if in any fiscal year or years, dividends in whole or in part are not paid upon the Preferred Stock, unpaid dividends shall not accumulate as against the holders of the Common Stock.

After full dividends at the rate of \$5.00 per share shall have been paid or declared and set aside for payment to the holders of the outstanding shares of Preferred Stock in any fiscal year, the holders of the Common Stock shall be entitled to receive cash dividends up to \$5.00 per share before any further cash dividends are paid to the holders of the Preferred Stock in such fiscal year.

After full dividends at the rate of \$5.00 per share shall have been paid or declared and set aside for payment to the holders of the Preferred Stock and the Common Stock in any fiscal year, any further or additional cash dividends which may be declared in such fiscal year shall be paid or declared and set aside for payment in equal amounts upon each share of the Preferred Stock and the Common Stock. There shall not be declared or paid to the holders of any class of stock a dividend in shares of such class of stock unless at the same time there is declared or paid to the holders of the other class of stock an equivalent dividend in shares of stock of such other class of stock. There shall not be declared or paid to the holders of any class of stock a dividend in shares of stock of another class of stock.

(c) In the event of any liquidation, dissolution or winding up of the Corporation, all the assets of the Corporation available for distribution to its stockholders, shall be distributed ratably between the holders of the Preferred Stock and the Common Stock.

(d) The holders of the Preferred Stock shall have no right to vote or receive notice of any meeting of shareholders except as required by law or as otherwise provided herein. Except as otherwise provided herein, the holders of the Common Stock shall have exclusive voting rights.

The holders of the Common Stock shall have one vote for each share of Common Stock held, except that at all elections of directors, each such stockholder shall be entitled to as many votes as shall equal the number of his shares of Common Stock, multiplied by the number of directors to be elected, and he may cast all of such votes for a single director or may

distribute them among the number to be voted for, or any two or more of them as he may see fit.

(e) Neither the holders of the Preferred Stock or the Common Stock shall have any preemptive rights to subscribe to any additional issues of stock of the Company of any class.

(f) The Corporation shall not, without the consent of the holders of at least a majority of the shares of Preferred Stock then outstanding (i) change any of the preferences or other rights of the Preferred Stock, or (ii) authorize the issuance of any class of stock having rights with respect to dividends or distribution of assets upon liquidation, dissolution or winding up of the Corporation greater than or on a parity with the Preferred Stock."

SECOND: That the said amendment has been consented to and authorized by the holders of all the issued and outstanding stock, entitled to vote, by a written consent given in accordance with the provisions of section 228 of The General Corporation Law of Delaware, and filed with the corporation.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of The General Corporation Law of Delaware.

FOURTH: That the capital of said corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said Eichleay Corporation has caused its corporate seal to be hereunto affixed and this certificate to be signed by J. W. Eichleay, its President, and M. D. Eichleay, its Secretary, this 10th day of November, 1958.

EICHLEAY CORPORATION

By (s) J. W. Eichleay

President

EICHLEAY CORPORATION
(CORPORATE SEAL)
DELAWARE
1933

By (s) M. D. Eichleay

Secretary

COMMONWEALTH OF PENNSYLVANIA)
) SS:
COUNTY OF ALLEGHENY)

BE IT REMEMBERED that on this 10th day of November, 1958, personally came before me, the undersigned, a Notary Public in and for the County and Commonwealth aforesaid, J. W. EICHLEAY, President of EICHLEAY CORPORATION, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said J. W. Eichleay as such President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said President and Secretary of said corporation respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

LOUISE LENGYEL
(NOTARY)
(SEAL)
NOTARY PUBLIC
Commonwealth of Pennsylvania

(s) Louise Lengyel

Notary Public
LOUISE LENGYEL, Notary Public
Pittsburgh, Allegheny County, Pa.
My Commission Expires Oct. 17, 1960.