

State of Idaho

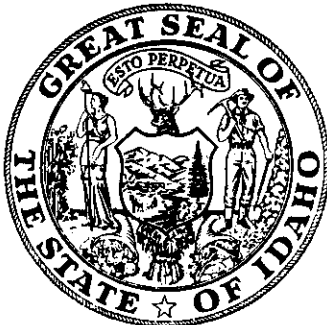
Department of State

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 HOWARD CONSULTANTS, INC. an Idaho corporation, file number C 77045 into INTERMOUNTAIN MATERIALS TESTING, INC., an Idaho corporation, file number C 73286, duly executed 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: April 17, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shirley Daines*

ARTICLES OF MERGER

Merging Howard Consultants, Inc. into
Intermountain Materials Testing, Inc.

APR 17 10 54 AM '96

SECRETARY OF STATE

1. Howard Consultants, Inc., a corporation organized and existing under the laws of the State of Idaho and Intermountain Materials Testing, Inc., a corporation organized and existing under the laws of the State of Idaho do hereby certify that each corporation has by resolution of its Board of Directors and stockholders approved Plans of Merger for the merging of the two companies. True and correct copies of the Resolutions adopted are attached hereto as Exhibits 1 and 2.

2. That the number of outstanding shares of Howard Consultants, Inc., is 201,483 which shares have a par value of \$1.00 each and are classed as common stock.

3. That the number of outstanding shares of Intermountain Materials Testing, Inc., an Idaho corporation, are 47,052 which shares have no par value and are classed as common stock.

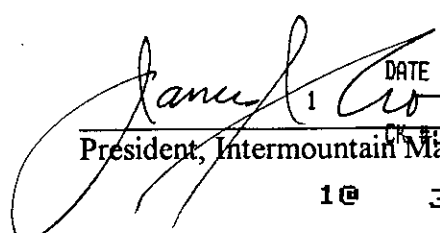
4. The number of shares of Howard Consultants, Inc., which voted in favor of the Plan of Merger is 201,483.

5. The number of shares of Intermountain Materials Testing, Inc., which voted in favor of the Plan of Merger is 47,052.

6. Intermountain Materials Testing, Inc., survives the merger and may be served with process in the State of Idaho in any proceeding for enforcement of any obligation of Howard Consultants, Inc., as well as for enforcement of any obligation of the surviving corporation arising from the merger.

DATED This 15th day of April, 1996.

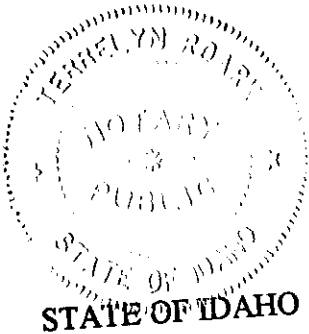

President, Howard Consultants, Inc.


IDAHO SECRETARY OF STATE
DATE 04/17/1996 0900 55195
CK # 2483 CURTA 4958
President, Intermountain Materials Testing, Inc.
MERGER

1@ 30.00= 30.00

STATE OF IDAHO)
County of Ada)
:ss.

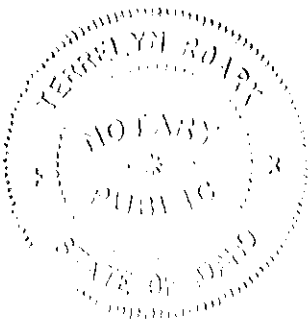
On this 15 day of April, 1996, before me a notary public for Idaho, personally appeared Bob Howard, known or identified to me to be the **President of Howard Consultants, Inc.**, that executed the within instrument or the person who executed the within instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.



Terrell Roark
Notary Public for Idaho
Residing in Boise, Idaho
My Commission Expires 2-28-2000

STATE OF IDAHO)
County of Ada)
:ss.

On this 15 day of April, 1996, before me a notary public for Idaho, personally appeared Jim Cron, known or identified to me to be the **President of Intermountain Materials Testing, Inc.**, that executed the within instrument or the person who executed the within instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.



Terrell Roark
Notary Public for Idaho
Residing in Boise, Idaho
My Commission Expires 2-28-2000

RESOLUTION FOR PLAN OF MERGER

Be it hereby resolved that the Board of Directors for Howard Consultants, Inc., an Idaho corporation, approves a plan of merger with Intermountain Materials Testing, Inc., to-wit:

1. That Howard Consultants, Inc., (hereinafter "Company") does merge into Intermountain Materials Testing, Inc., (hereinafter "Purchaser") and that Purchaser shall assume all of Company's obligations, at the effective time, as hereinafter set forth, and pursuant to a Merger Agreement among Intermountain Materials Testing, Inc., and Howard Consultants, Inc., dated the 15th day of April, 1996.

2. Effective as of the close of business on the 15th day of April, 1996, (the Effective Time) Company shall be and it is hereby merged into Purchaser with the effect and result that the existence of Company shall cease and Purchaser shall continue in existence as the surviving corporation.

3. All of the provisions contained in the Articles of Incorporation, as amended, in the Bylaws of Purchaser shall remain in force and effect and shall not be deemed altered or amended hereby and that the laws of the State of Idaho shall continue to govern the surviving corporation.

4. The present members of the Board of Directors of Purchaser shall continue to hold office during the remainder of the term to which they are elected and until their successors elected and duly qualified, pursuant to Purchaser's Bylaws.

5. At the Effective Time, all of the property--real, personal, or mixed--and all of the assets of Company, wherever located, shall be deemed automatically transferred to and become vested in purchaser as the surviving corporation without any further act or deed or instrument of

transfer or conveyance for the accomplishment thereof, and whereupon further, Purchaser shall assume and become liable for payment of all the existing indebtedness and obligations of Company including the obligations to perform existing agreements without any special act or assumption of liability for those obligations.

6. The manner and basis of converting the shares of Company into Purchaser is as follows: .199 shares of Purchaser stock will be exchanged for each one (1) share of Company stock. The officers of this corporation are hereby authorized and are directed to do all acts and things whatsoever which may be necessary or proper to effect said merger.

DATED This 15th day of April, 1996.


Chairman, Board of Directors

RESOLUTION FOR PLAN OF MERGER

Be it hereby resolved that the Board of Directors for Intermountain Materials Testing, Inc., an Idaho corporation, approves a plan of merger with Howard Consultants, Inc., to-wit:

1. That Howard Consultants, Inc., (hereinafter "Company") does merge into Intermountain Materials Testing, Inc., (hereinafter "Purchaser") and that Purchaser shall assume all of Company's obligations, at the effective time, as hereinafter set forth, and pursuant to a Merger Agreement among Intermountain Materials Testing, Inc., and Howard Consultants, Inc., dated the 15th day of April, 1996.

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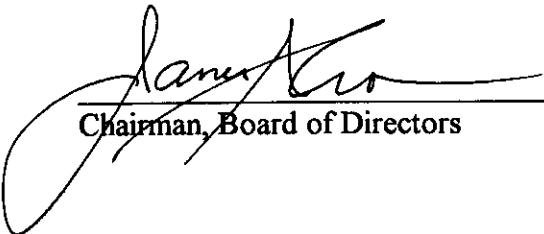
4. The present members of the Board of Directors of Purchaser shall continue to hold office during the remainder of the term to which they are elected and until their successors elected and duly qualified, pursuant to Purchaser's Bylaws.

5. At the Effective Time, all of the property--real, personal, or mixed--and all of the assets of Company, wherever located, shall be deemed automatically transferred to and become vested in purchaser as the surviving corporation without any further act or deed or instrument of

transfer or conveyance for the accomplishment thereof, and whereupon further, Purchaser shall assume and become liable for payment of all the existing indebtedness and obligations of Company including the obligations to perform existing agreements without any special act or assumption of liability for those obligations.

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DATED This 15th day of April, 1996.



Chairman, Board of Directors