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Office of the Secretary of State

JAN 22 8 55 AM '97

JAN 15 9 12 AM '97

SECRETARY OF STATE
STATE OF IDAHO

SECRETARY OF STATE
STATE OF IDAHO

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF

DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF OWNERSHIP, WHICH
MERGES:

"BROWN & ROOT INDUSTRIAL SERVICES, INC.", A DELAWARE
CORPORATION,

WITH AND INTO "BROWN & ROOT, INC." UNDER THE NAME OF "BROWN
& ROOT, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE
LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS
OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1996, AT 10
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 EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY
OF DECEMBER, A.D. 1996.

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DK #: 11601518 CUST# 69806
FRGN MERGE
IDAHO SECRETARY OF STATE
DATE 01/22/1997 0900 57252
2202533 8330
971005600



IDAHO SECRETARY OF STATE
DATE 01/15/1997 0900 55373
#: 11801493 CUST# 69806
FRGN MERGE
1e 10.00= 10.00
AUTHENTICATION: 8274318
DATE: # 01-07-97