

Department of State.

**CERTIFICATE OF AUTHORITY
OF**

DRAVO UTILITY CONSTRUCTORS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **DRAVO UTILITY CONSTRUCTORS, INC.**

_____ for a Certificate of Authority to transact business in this State, 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 Authority to **DRAVO UTILITY CONSTRUCTORS, INC.**

to transact business in this State under the name **DRAVO UTILITY CONSTRUCTORS, INC.**
_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated **November 27**, 19 **81**



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

RECEIVED
 APPLICATION FOR CERTIFICATE OF AUTHORITY
 To the Secretary of State of Idaho
 Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following:

1. The name of the corporation is DRAVO UTILITY CONSTRUCTORS, Inc.
 2. *The name which it shall use in Idaho is Same as above
 3. It is incorporated under the laws of Delaware
 4. The date of its incorporation is October 21, 1976 and the period of its duration is perpetual
 5. The address of its principal office in the state or country under the laws of which it is incorporated is 100 West Tenth Street, Wilmington, Del. 19801
 6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT CORPORATION SYSTEM
 7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
See Attachment

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>See Attachment</u>		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,000</u>	<u>Common</u>	<u>No par value</u>
		<u>(\$1.00 par value per share is the stated value)</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
1,000	Common	No par value (\$1.00 par value per share is the stated value)

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated November 10, 19 81

By F. Neil Smith
F. Neil Smith
Its Vice President - Construction
and Richard Breach
Richard Breach
Its _____ Secretary

STATE OF New York)
COUNTY OF Kings) ss:

I, Edward J. Pniewski, a notary public, do hereby certify that on this 10th day of November, 19 81, personally appeared before me F. Neil Smith, who being by me first duly sworn, declared that he is the Vice President-Construction of DRAVO UTILITY CONSTRUCTORS, Inc.

Vice President-Construction
that he signed the foregoing document as _____ of the corporation and that the statements therein contained are true.

Edward J. Pniewski
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

EDWARD J. PNIEWSKI
NOTARY PUBLIC, State of New York
No. 24-4672267
Qualified in Kings County
Commission Expires March 30, 1982

The nature of the business or purposes to be conducted or promoted are:

To construct, maintain and operate, acquire by purchase or otherwise, or sell or otherwise dispose of, for itself or for others, all or any part of industrial plants of every kind and description, and any and all related facilities, including, but not limited to, by-product plants of any and all kinds for the conservation of or refining or purifying or utilizing of any by-product or substance produced at any plant or construction of any kind or character, including, but not limited to, a plant or plants for generating electricity, steam or heat.

To construct, maintain and operate, for others, all or any part of utility power plants used to generate electricity or steam, or both, and any and all related facilities, including, but not limited to, coal beneficiation systems or facilities, desulfurization systems, and other pollution control or reduction facilities.

To construct, maintain and operate, or acquire by purchase or otherwise, machinery, appliances, apparatus, implements, devices, equipment, materials and construction of all kinds necessary or deemed necessary for any or all of the purposes heretofore enumerated, and to sell or otherwise dispose of and deal in machinery, appliances, apparatus, implements, devices, equipment, materials and construction of all kinds and character that may be or be deemed to be of use for or in connection with any of the foregoing purposes.

To engage in any lawful act or activity for which corporations may conduct their business under the Laws of the State of Idaho.

DRAVO UTILITY CONSTRUCTORS, Inc.

CORPORATE OFFICERS

The names and post office addresses of the officers of the Corporation are as follows:

<u>Name</u>	<u>Title</u>	<u>Post Office Address</u>	<u>State</u>
William H. Bahrke	President	20 Vaughn Drive Ramsey	New Jersey 07446
Alexander Matiuk	Vice President	12 Cowpath Brookville Glen Head	New York 11545
F. Neil Smith	Vice President, Construction	112 McCutcheon Court Middletown	New Jersey 07748
Richard Breach	Secretary	815 Dartmoor Westfield	New Jersey 07090
Guy W. Bradford, Jr.	Assistant Vice President	29 Galston Drive Rural Route 4 Bobbinsville	New Jersey 08691
Frank Mercurio	Controller	566 North 2nd Street New Hyde Park	New York 11040
W. C. Rickards	Vice President, Administration	42 Rolling Ridge Road Upper Saddle River	New Jersey 07458

The names and post office addresses of the Board of Directors of the Corporation are as follows:

<u>Name</u>	<u>Post Office Address</u>	<u>State</u>
Alexander Matiuk	12 Cowpath Brookville Glen Head	New York 11545
Richard Breach	815 Dartmoor Westfield	New Jersey 07090
William H. Bahrke	20 Vaughn Drive Ramsey	New Jersey 07446

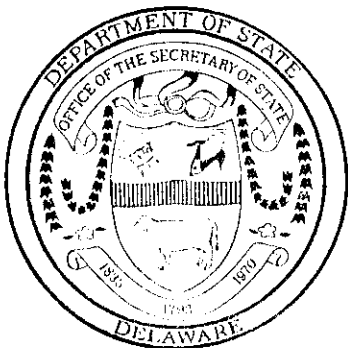


State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Incorporation
filed in this office on _____ October 21, 1976 .



Handwritten signature of Glenn C. Kenton.

Glenn C. Kenton, Secretary of State

BY: Handwritten signature of J. Munnery.

DATE: _____ November 2, 1981

CERTIFICATE OF INCORPORATION

OF

DRAVO UTILITY CONSTRUCTORS, INC.

FIRST: The name of the Corporation is DRAVO UTILITY CONSTRUCTORS, INC.

SECOND: The address of its registered office in the State of Delaware is 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The nature of the business or purposes to be conducted or promoted is:

To construct, maintain and operate, acquire by purchase or otherwise, or sell or otherwise dispose of, for itself or for others, all or any part of industrial plants of every kind and description, and any and all related facilities, including, but not limited to, by-product plants of any and all kinds for the conservation of or refining or purifying or utilizing of any by-product or substance produced at any plant or construction of any kind or character, including, but not limited to, a plant or plants for generating electricity, steam or heat.

To construct, maintain and operate, for others, all or any part of utility power plants used to generate electricity or steam, or both, and any and all related facilities, including, but not limited to, coal beneficiation systems or facilities, desulfurization systems and other pollution control or reduction facilities.

To construct, maintain and operate, or acquire by purchase or otherwise, machinery, appliances, apparatus, implements, devices, equipment, materials and constructions of all kinds necessary or deemed necessary for any or all of the purposes heretofore enumerated, and to sell or otherwise dispose of and deal in machinery, appliances, apparatus, implements, devices, equipment, materials and constructions of all kinds and character that may be or be deemed to be of use for or in connection with any of the foregoing purposes.

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

In general, to possess and exercise all the powers and privileges granted by the General Corporation Law of Delaware or by any other law of Delaware or by this Certificate of Incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the Corporation.

The business 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 business and purposes specified in each of the foregoing clauses of this article shall be regarded as independent business and purposes.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is One Thousand (1,000); all of such shares shall be without par value.

FIFTH: The name and mailing address of the Incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Marian M. Croke	140 Broadway New York, New York 10005

SIXTH: The Corporation is to have perpetual existence.

SEVENTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To make, alter or repeal the By-Laws of the Corporation.

EIGHTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation. Elections of Directors need not be by written ballot unless the By-Laws of the Corporation shall so provide.

NINTH: No contract or other transaction between the Corporation and any other corporation shall be affected

or invalidated by the fact that any or one or more of the directors of the Corporation is or are interested in or is a director or officer or are directors or officers of such other corporation, and any director or directors or officer or officers of the Corporation, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of the Corporation or in which the Corporation is interested; and no contract, act or transaction of the Corporation with any person, firm or corporation shall be affected or invalidated by the fact that any director or directors, officer or officers of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person, firm or corporation, and each and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in any wise interested.


TENTH: Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time in such manner as shall be provided in the By-Laws of the Corporation.

ELEVENTH: Each director and each officer of the Corporation and each person who may have served at the Corporation's request as the director or officer of another corporation in which it is a creditor shall be indemnified by the Corporation against all expenses, except as stated below, reasonably incurred by him in connection with any action, suit or proceeding to which he shall be made a party, or with which he shall be threatened, by reason of his being or having been a director or officer of the Corporation, or a director or officer of such other corporation, whether or not he continues to be a director or officer of the Corporation or of such other corporation at the time of incurring such expenses. The expense covered by the foregoing indemnity shall not include any (a) expenses incurred in connection with any matters as to which such director or officer or other person shall be adjudged in such action, suit or proceeding, without such judgment being reversed, to be liable by reason of his having been derelict in the performance of his duty as such director or officer, or as a director or officer of such other corporation, or (b) amounts paid by such director or officer or such other person in settlement of any such action, suit or proceeding, or (c) expenses incurred in connection with any matters which shall have been the subject of such action, suit or proceeding disposed of otherwise than by adjudication on the merits,

unless in relation to such matters such director or officer or such other person was not derelict in the performance of his duty as a director or officer, or as a director or officer of such other corporation. As to whether or not a director or officer or such other person was derelict in relation to such matters, the Board of Directors and each director and officer may conclusively rely upon an opinion as to both law and facts by legal counsel selected by or in the manner designated by the Board of Directors. The charges of any such legal counsel shall be paid by the Corporation. The foregoing right of indemnification shall be in addition to any rights to which any director or officer, or other person serving as a director or officer of another corporation at the Corporation's request, may otherwise be entitled as a matter of law.

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.

I, THE UNDERSIGNED, being the Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 20th day of October, 1976.


Marian M. Croke

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

Be it remembered that on this 20th day of October, 1976, personally appeared before me a Notary Public in and for the county and state aforesaid, Marian M. Croke, the party to the foregoing Certificate of Incorporation, known to me personally to be such, and acknowledged the said Certificate to be the act and deed of the signer, and that the facts therein stated are truly set forth.

Given under my hand and seal of office the day and year aforesaid.

Richard Charles Cole
Notary Public

RICHARD CHARLES COLE
Notary Public, State of New York
No. 4624581
Qualified in New York County
Commission Expires March 20, 1978

