



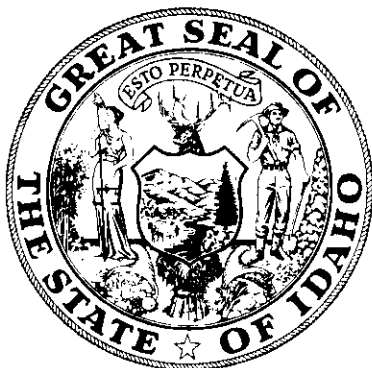
CERTIFICATE OF AUTHORITY
OF

EXAM COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of EXAM COMPANY 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 EXAM COMPANY to transact business in this State under the name EXAM COMPANY and attach hereto a duplicate original of the Application for such Certificate.

Dated May 4, 19 81



SECRETARY OF STATE

Corporation Clerk

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 statement:

1. The name of the corporation is Exam Company

2. *The name which it shall use in Idaho is Exam Company

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is December 2, 1974 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, Delaware 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 C T CORPORATION SYSTEM

7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

To conduct non-destructive testing of material, machinery and equipment;
To provide industrial x-ray services and to perform the x-ray of pipelines
and similar acts and activities.

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

Name	Office	Address
<u>see attached list</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>2500</u>	<u>common</u>	<u>\$100 per share</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
2500	common	\$100 per share

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 15 April, 19 81

Exam Company

By

Kenneth E. Sheehan

Its Vice

President

and

William J. Zwick

Its

Secretary

STATE OF New York

COUNTY OF New York

) ss:

I, Dorothy Shaub

this 15th day of April, 19 81, personally appeared before

me Kenneth E. Sheehan And William J. Zwick, who being by me first duly sworn, declared that they

are the Vice President and Secretary of Exam Company

that they signed the foregoing document as officers of the corporation and that the statements therein contained are true.

Dorothy Shaub
Notary Public

DOROTHY SHARIB
Notary Public, State of New York
No. 4710126
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1982

*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.

EXAM COMPANY

OFFICERS

<u>NAME & ADDRESS</u>	<u>TITLE</u>
WILLIAM N. JOHNSTON 107 Wellington Avenue Short Hills, NJ 07078	Chairman & President
LAWRENCE J. BATES 118 Bay Drive Huntington, NY 11743	Vice President
LAWRENCE B. BENNETT 22 Barnsdale Road Madison, NJ 07940	Vice President Officer-in-charge
KENNETH E. SHEEHAN 14 Cypress Avenue N. Caldwell, NJ 07006	Vice President & Counsel
EDWIN E. EAVES 2536 East 74th Street Tulsa, OK 74136	Vice President
THOMAS ZUPPELLO 148 Cedar Street Valley Stream, NY 11580	Treasurer
WILLIAM J. ZWICK 220-06 Breezy Point Blvd. Rockaway Point, NY 11697	Secretary
ROBERT L. BARNES 1765 South Spruce Broken Arrow, OK 74012	Assistant Secretary
MICHAEL E. MUSATOW 51 Mary Avenue Ronkonkoma, NY 11779	Assistant Treasurer & Assistant Secretary

DIRECTORS

ROBERT T. YOUNG 22 Cottontail Road Cos Cob, CT 06807	WILLIAM N. JOHNSTON Same as above
LAWRENCE J. BATES Same as above	WILLIAM A. SHEEHAN 43 Windermere Road Upper Montclair, NJ 07043

6 April, 1981



CERTIFICATE OF INCORPORATION

OF

EXAM Company

FIRST: The name of the corporation is:

EXAM Company

SECOND: The address of its registered office in the State of Delaware is No. 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 engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is two thousand five hundred (2,500) at a par value of one hundred dollars (\$100.00) per share.

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

NAME

KENNETH E. SHEEHAN

MAILING ADDRESS

c/o Kirlin, Campbell & Keating
120 Broadway
New York, New York 10005


SIXTH: The Corporation is to have perpetual existence.

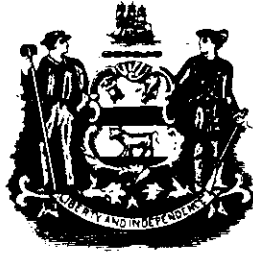
SEVENTH: In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the by-laws of the corporation.

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, unless otherwise provided by statute, be kept 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: 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.

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, does make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and I accordingly have hereunto set my hand this 27th day of November, 1974.


KENNETH E. SHEEHAN



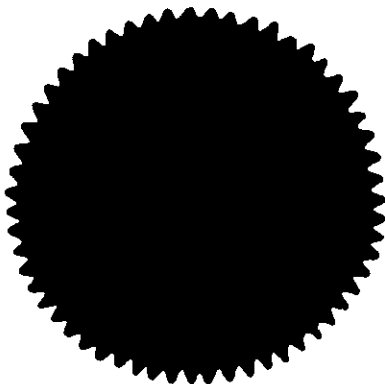
State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
 Certificate of Incorporation of the "EXAM Company", as received and filed in this office
 the second day of December, A.D. 1974, at 10 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this twenty-second *day*
of April *in the year of our Lord*
one thousand nine hundred and eighty-one.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State