

DOCUMENT RELATIVE TO THE MERGER
OF
DANIEL INTERNATIONAL CORPORATION
(a South Carolina corporation)
WITH AND INTO
FLUOR SOUTHEAST, INC.
(a California corporation)
Pursuant to Section 33-17-70

FLUOR SOUTHEAST, INC., (the "Surviving Company")
has entered into a Plan of Merger by which DANIEL INTERNATIONAL
CORPORATION, a South Carolina corporation, (the "Merging
Company") will be merged with and into the Surviving Company in
accordance with the provisions of Section 33-17-50 of the South
Carolina Business Corporation Act of 1962, as amended, to become
effective 12:01 a. m., February 1, 1978.

The Surviving Company agrees that it will promptly
pay to the dissenting shareholders of the Merging Company, the
amount, if any, to which they are entitled under Section 33-11-270
of the South Carolina Business Corporation Act of 1962, as amended.

The Surviving Company agrees that it may be served
with process in South Carolina in any proceeding (a) to enforce
any obligation of the Merging Company or the Surviving Com-
pany and (b) to enforce the right of dissenting shareholders of
the Merging Company against the Surviving Company.

The Surviving Company hereby irrevocably appoints
the South Carolina Secretary of State as its agent to accept
service of process in any of the proceedings mentioned in