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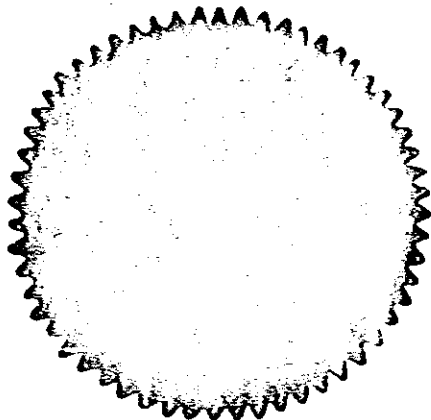
State of DELAWARE

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 Merger of the "The Babcock & Wilcox Company", a corporation organized and existing under the laws of the State of New Jersey, merging with and into the "McDERMOTT ENERGY, INC.", a corporation organized and existing under the laws of the State of Delaware, under the name of "The Babcock & Wilcox Company", as received and filed in this office the thirty-first day of March, A.D. 1978, at 11:30 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.

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



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

John J. ...

Assistant Secretary of State

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FORM 121
RECORDED JUN 17 1982 at 11:27 A.M.

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