ARTICLE H

The outstanding capital stock of Fluor Senthus st. Inc. consisted of 1,000 shares of common stock on December 11, 1977 (the "Merging Company"), and on that date Fluor Carolina, Inc. (the "Surviving Company") consisted of 1,000 shares of common stock, all of which are owned by Fluor Corporation. The Certificate of Incorporation and Bylaws of the surviving corporation as in effect at the effective time of the merger shall continue in full force and effect as the Certificate of Incorporation and Bylaws of the surviving corporation.

ARTICLE III

All the outstanding shares of capital stock of the Merging Company and the Surviving Company were voted for the Plan of Merger.

ARTICLE IV

Fluor Corporation as the owner of all the outstanding capital stock of the Merging Company and the Surviving Company, has waived all notices required to be given under South Carolina law to the shareholders of merging companies.

IN WITNESS WHEREOF, these Articles of Merger are

signed by the President and Secretary of Fluor Southeast, Inc.

this 27th day of January, 1978.

PLUOR SOUTHEASE, INC.

By David S. Tappan, Jr., President

ATTEST:

Richard B. Humbert, Secretary

STATE OF CALIFORNIA)

) ss.

COUNTY OF ORANGE

The undersigned David S. Tappan, Jr. and Richard B. Humbert do hereby certify that they are the president and secretary, respectively, of Fluor Southeast, Inc. and are