

except the right to receive payment for shares as above set forth or the right to exercise properly perfected dissenter rights as provided by statute.

(4) On the Effective Date, the existence of the Merging Company shall cease and all rights, privileges, immunities and franchises and all property and all debt, choses in action, and every other interest of or belonging to or due to the Merging Company and all liabilities and obligations and any claim existing or action or proceeding pending by or against the Merging Company shall be taken by and deemed to be transferred to and vested in the Surviving Company.

(5) **RIGHT OF DISSENTING SHAREHOLDERS.** Any shareholder of the Merging Company is entitled to dissent to the merger and, upon compliance with the provisions of Section 33-11-270 of the Code of Laws of South Carolina 1976, to be paid the fair value of his or her shares.

ARTICLE II

The outstanding capital stock of Daniel International Corporation (the subsidiary corporation) consisted of 6,976,296 shares of common stock on December 23, 1977, and on that date Fluor Southeast, Inc. (the surviving corporation) owned 6,952,646 of those common shares. The Certificate of Incorporation and By-laws 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

A copy of the Plan of Merger was mailed to all shareholders of the subsidiary corporation on December 23, 1977.

IN WITNESS WHEREOF, these Articles of Merger are signed by the President and Secretary of Daniel International Corporation this 30th day of January, 1978.

DANIEL INTERNATIONAL CORPORATION

By Buck Mickel, President

ATTEST:

Robert P. Firm, Secretary