




## AFFIDAVIT

I, William J. Ferguson, Jr., being duly sworn, deposes and says:

1. I am Vice President, Secretary and General Counsel of Raytheon Engineers & Constructors International, Inc. and in that capacity attest to the facts set forth below.
2. As of 31 December 1993, The Badger Company, Inc. was merged into Raytheon Engineers & Constructors International, Inc. which is successor to the assets of The Badger Company, Inc.
3. The attached Certificate of Merger and related Merger Agreement are true and accurate copies of such documents evidencing the merger of The Badger Company, Inc. into Raytheon Engineers & Constructors International, Inc.

By: 

 William J. Ferguson, Jr.  
Vice President, Secretary and  
General Counsel  
Raytheon Engineers & Constructors  
International, Inc.


### Notarial Certificate

Commonwealth of Massachusetts)

ss.

County of Middlesex

On this 27<sup>th</sup> day of September 1999, before me appeared William J. Ferguson, Jr. to me personally known who, being by me duly sworn, did say that he signed the foregoing Affidavit on behalf of Raytheon Engineers & Constructors International, Inc. and said William J. Ferguson, Jr. acknowledged said Affidavit to be the free act and deed of said corporation.

  
My Commission Expires: Sept. 16, 2005

State of Delaware  
*Office of the Secretary of State*      PAGE 1

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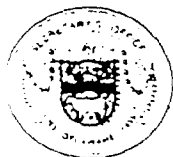
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

"THE BADGER COMPANY, INC.", A DELAWARE CORPORATION,

"RAYTHEON ENGINEERS & CONSTRUCTORS, INC.", A DELAWARE CORPORATION,

"UNITED ENGINEERS & CONSTRUCTORS INTERNATIONAL, INC.", A DELAWARE CORPORATION,

WITH AND INTO "RAYTHEON ENGINEERS & CONSTRUCTORS INTERNATIONAL, INC." UNDER THE NAME OF "RAYTHEON ENGINEERS & CONSTRUCTORS INTERNATIONAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1993, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

*Edward J. Freel, Secretary of State*

AUTHENTICATION:

2329884 810CM

DATE: 7182639

944130282

07-15-94

**TRADEMARK**  
**REEL: 001976 FRAME: 0263**

## MERGER AGREEMENT

This is a Merger Agreement, dated as of December 29, 1993 (the "Merger Agreement"), among The Badger Company, Inc., a Delaware corporation ("Badger"), Raytheon Engineers & Constructors, Inc., a Delaware corporation ("REC, Inc."), United Engineers & Constructors International, Inc., a Delaware corporation ("UEC International"), and Raytheon Engineers & Constructors International, Inc., a Delaware corporation ("REC International") (with all of the foregoing referred to as the "Participating Corporations").

WHEREAS, pursuant to a Plan of Agreement and Reorganization, dated as of the date hereof (the "Plan and Agreement"), among the Participating Corporations and the other affiliated corporations named therein, the Participating Corporations have agreed to merge on the terms set forth in this Merger Agreement.

NOW, THEREFORE, in consideration of the mutual agreements set forth below, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each of the Participating Corporations agrees as follows:

Section 1. The Merger. Pursuant to this Merger Agreement, Badger, REC, Inc. and UEC International shall merge with and into REC International, with REC International as the surviving corporation.

Section 2. Effective Time. The merger provided for in this Merger Agreement (the "Merger") shall become effective at the later of the filing of this Merger Agreement with the Delaware Secretary of State and 11:59 p.m. (Delaware local time) on December 31, 1993 (the "Effective Time").

Section 3. Merger; Governing Law. At the Effective Time, Badger, REC, Inc. and UEC International shall be merged with and into REC International with REC International as the surviving corporation (the "Surviving Corporation"). The Surviving Corporation shall be governed by the laws of the State of Delaware.

Section 4. Certificates of Incorporation; By-Laws. From and after the Effective Time, the Certificate of Incorporation and By-laws of REC International shall be the Certificate of Incorporation and By-laws of the Surviving Corporation.

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Section 5. Board of Directors; Officers. Until the election and qualifications of their successors, the members of the Board of Directors and officers of RSC International shall be the members of the Board of Directors and officers of the Surviving Corporation.

Section 6. Shares. At and as of the Effective Time, each outstanding share of capital stock of each of Badger, REC, Inc. and UEC International shall be cancelled and no shares of capital stock of the Surviving Corporation shall be issued in respect thereof.

Section 7. Agreement of Stockholders. This Merger Agreement shall be submitted to the stockholders of each of the Participating Corporations for their adoption or rejection of the Merger as described under the General Corporation Law of the State of Delaware.

Section 8. Effect of Merger. At and as of the Effective Time, all the rights, privileges, powers, franchises, immunities and purposes, both of a public and private nature, and all property and assets of every kind and description, real, personal or mixed, of each of the Participating Corporations shall be vested and held by the Surviving Corporation, without further act or deed; and all estates and interests of every kind of the Participating Corporations, including all debts due to any of them on whatever account shall be effectively the property of the Surviving Corporation as they were of the respective Participating Corporations; and the title to any real estate vested by deed or otherwise in any of the Participating Corporations shall not revert or be in any way impaired by reason of this merger, and all rights of creditors and all liens upon any property of any of the Participating Corporations shall be preserved unimpaired and all debts, liabilities, restrictions, duties, obligations and penalties of the respective Participating Corporations shall at the Effective Time attach to and be assumed by the Surviving Corporation and be enforced against it to the same extent as if such debts, liabilities and duties had been incurred by it.

As requested by the Surviving Corporation or its successors or assigns, each Participating Corporation shall execute and deliver, or cause to be executed and delivered, all such deeds and instruments, and to take or cause to be taken, such other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm title and possession in the Surviving Corporation of

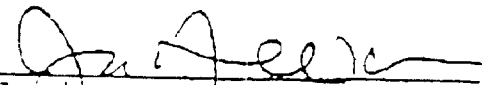
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any property of each Participating Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for.

Section 9. Termination. This Merger Agreement may be terminated and abandoned by action of the Board of Directors of any Participating Corporation in their absolute discretion at any time prior to making the filing referred to in Section 2 hereof, whether before or after approval by the stockholders of the Participating Corporations.

Section 10. Representations and Warranties of Participating Corporations. Each Participating Corporation represents and warrants that: (i) it is a corporation duly organized, validly existing and in good standing under the laws of the State of Delaware, and (ii) the execution, delivery and performance of this Merger Agreement has been duly authorized and approved by the Board of Directors of such Participating Corporation.

Attest:


  
Assistant Secretary

THE BADGER COMPANY, INC.

By:

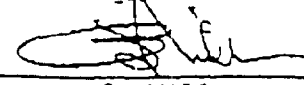
  
Name: L. Modigliani  
Title: President

Attest:

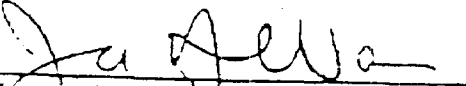
  
Secretary

RAYTHEON ENGINEERS &  
CONSTRUCTORS, INC.

By:


  
Name: C. Miller  
Title: Chairman

Attest:

  
Assistant Secretary

UNITED ENGINEERS &  
CONSTRUCTORS INTERNATIONAL, INC.


By:

  
Name: C. Miller  
Title: Chairman

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Attest:

RAYTHEON ENGINEERS &  
CONSTRUCTORS INTERNATIONAL, INC.

  
Secretary


By:   
Name: C. Miller  
Title: Chairman

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CERTIFICATE OF THE ASSISTANT SECRETARY  
OF  
THE BADGER COMPANY, INC.  
(a Delaware Corporation)

I, Joseph H. Wolfe, the Assistant Secretary of The Badger Company, Inc., hereby certify that the Merger Agreement to which this certificate is attached, after having been first duly signed on behalf of the corporation by the President and Secretary of said corporation, was duly approved and adopted by the unanimous written consent of said corporation's stockholder in accordance with the provisions of Section 228 of the Delaware General Corporation Law.


WITNESS, my hand the 29th day of December 1993.

  
Assistant Secretary

CERTIFICATE OF THE SECRETARY  
OF  
RAYTHEON ENGINEERS & CONSTRUCTORS, INC.  
(a Delaware Corporation)

I, Joseph H. Wolfe, the Secretary of Raytheon Engineers & Constructors, Inc., hereby certify that the Merger Agreement to which this certificate is attached, after having been first duly signed on behalf of the corporation by the Chairman and Secretary of said corporation, was duly approved and adopted by the unanimous written consent of said corporation's stockholder in accordance with the provisions of Section 228 of the Delaware General Corporation Law.

WITNESS, my hand the 29th day of December 1993.

  
Secretary

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CERTIFICATE OF THE ASSISTANT SECRETARY  
OF  
UNITED ENGINEERS & CONSTRUCTORS INTERNATIONAL, INC.  
(a Delaware Corporation)

I, Joseph H. Wolfe, the Assistant Secretary of United Engineers & Constructors International, Inc., hereby certify that the Merger Agreement to which this certificate is attached, after having been first duly signed on behalf of the corporation by the Chairman and Secretary of said corporation, was duly approved and adopted by the unanimous written consent of said corporation's stockholder in accordance with the provisions of Section 228 of the Delaware General Corporation Law.

WITNESS, my hand the 29th day of December 1993.

  
Assistant Secretary

CERTIFICATE OF THE SECRETARY  
OF  
RAYTHEON ENGINEERS & CONSTRUCTORS INTERNATIONAL, INC.  
(a Delaware Corporation)

I, Joseph H. Wolfe, the Secretary of Raytheon Engineers & Constructors International, Inc., hereby certify that the Merger Agreement to which this certificate is attached, after having been first duly signed on behalf of the corporation by the Chairman and Secretary of said corporation, was duly approved and adopted by the unanimous written consent of said corporation's stockholder in accordance with the provisions of Section 228 of the Delaware General Corporation Law.

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Secretary