

CERTIFICATE

OF

MERGER

OF

HERCULES GROUP, INC.

INTO

TURNER CONSTRUCTION COMPANY

UNDER SECTION 905 OF THE BUSINESS CORPORATION LAW

* * * *

Turner Construction Company, pursuant to the provisions of Section 905 of the Business Corporation Law of the State of New York, hereby certifies as follows:

- (1) Turner Construction Company, a corporation of the State of New York, owns all of the outstanding shares of

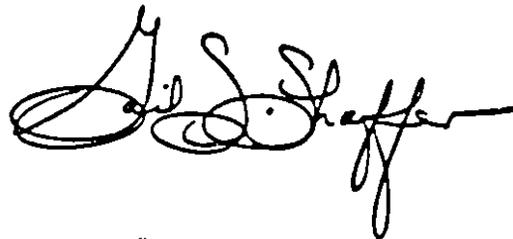
State of New York }
Department of State } ^{SS:}

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I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

NOV 08 1980

Witness my hand and seal of the Department of State on



Secretary of State



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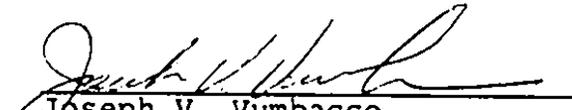
subsidiary corporation, and is in compliance therewith.

- (4) Turner Construction Company, the surviving corporation, owns all of the outstanding shares of Hercules Group, Inc., the corporation to be merged.
- (5) The Plan of Merger was adopted by the Board of Directors of the surviving corporation.

IN WITNESS WHEREOF, this certificate has been signed on the 27th day of October, 1988 and the statements contained therein are affirmed as true under penalties of perjury.

TURNER CONSTRUCTION COMPANY


Harold J. Parmelee
President


Joseph V. Vumbacco
Secretary

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SECRETARY
OFFICE

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HERCULES GROUP, INC.

INTO

TURNER CONSTRUCTION COMPANY

UNDER SECTION 905 OF THE BUSINESS CORPORATION LAW

Dewey Ballantine Bushby
Palmer & Wood
140 Broadway
New York, New York 10005

STATE OF NEW YORK
DEPARTMENT OF STATE



FILED NOV 02 1988

AMT. OF CHECK \$ 280
FILING FEE \$ 20
TAX \$
COUNTY FEE \$ 210
COPY \$
CERT \$
REFUND \$
SPEC HANDLE \$

BY: *[Signature]*

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