

832235

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MERGER OR SHARE EXCHANGE

CAMP DRESSER & MCKEE INC

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EFFECTIVE DATE
12-15-03



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

December 16, 2003

CAMP DRESSER & MCKEE INC
ATTN: LEGAL DEPT.
50 HAMPSHIRE STREET
CAMBRIDGE, MA 02139

SUBJECT: CAMP DRESSER & MCKEE INC
REF: 832235

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please remove the period after Inc in the surviving corporate name in three places in the Plan of Merger and four places in the Articles of Merger.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown
Document Specialist

FAX Aud. #: E03000334272
Letter Number: 103A00067219



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 15, 2003

CAMP DRESSER & MCKEE INC
ATTN: LEGAL DEPT.
50 HAMPSHIRE STREET
CAMBRIDGE, MA 02139

SUBJECT: CAMP DRESSER & MCKEE INC
REF: 832235

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Document Specialist

FAX Aud. #: H03000334272
Letter Number: 203A00067035



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 12, 2003

CAMP DRESSER & MCKEE INC
ATTN: LEGAL DEPT.
50 HAMPSHIRE STREET
CAMBRIDGE, MA 02139

SUBJECT: CAMP DRESSER & MCKEE INC
REF: 832235

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Our records indicate the correct names of the entities are CAMP DRESSER & MCKEE INC and MISSIMER INTERNATIONAL, INC.

The name of the entity must be identical throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown
Document Specialist

FAX Aud. #: H03000334272
Letter Number: 903A00066856

ARTICLES OF MERGER
OF
MISSIMER INTERNATIONAL, INC.
INTO
CAMP DRESSER & MCKEE INC

FILED
03 DEC 11 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

EFFECTIVE DATE
12-15-07

Pursuant to the provisions of the Florida Business Corporation Act governing the merger of a domestic wholly-owned subsidiary business corporation into its foreign parent business corporation, the foreign parent business corporation hereinafter named does hereby submit the following articles of merger.

1. The name of the surviving and parent corporation, which is a business corporation organized under the laws of the Commonwealth of Massachusetts, is Camp Dresser & McKee Inc

2. The name of the merging and subsidiary corporation, which is a business corporation organized under the laws of the State of Florida, is Missimer International, Inc. (Document No. P93000082823).

3. The number of outstanding shares of Missimer International, Inc. is 80,502, which are of one class, and all of which are owned by Camp Dresser & McKee Inc

4. The following is the Plan of Merger for merging Missimer International, Inc. into Camp Dresser & McKee Inc as approved by resolution of the Board of Directors of Camp Dresser & McKee Inc

"1. Camp Dresser & McKee Inc, which is a business corporation of the Commonwealth of Massachusetts and is the owner of all of the outstanding shares of Missimer International, Inc., which is a business corporation of the State of Florida, hereby merges Missimer International, Inc. into Camp Dresser & McKee Inc pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the Business Corporation Law of the Commonwealth of Massachusetts.

"2. The separate existence of Missimer International, Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and Camp Dresser & McKee Inc shall continue its existence as the surviving

corporation pursuant to the provisions of the Business Corporation Law of the Commonwealth of Massachusetts.

"3. The Articles of Organization of Camp Dresser & McKee Inc are not amended in any respect by this Plan of Merger.

"4. The issued shares of Missimer International, Inc. shall not be converted or exchanged in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be surrendered and extinguished.

"5. Each share of Camp Dresser & McKee Inc outstanding immediately prior to the effective time and date of the merger is to be an identical outstanding or treasury or unissued share of Camp Dresser & McKee Inc at the effective date of the merger.

"6. No shares of Camp Dresser & McKee Inc and no shares, securities, or obligations convertible into such shares are to be issued or delivered under this Plan of Merger.

"7. The Board of Directors and the proper officers of Camp Dresser & McKee Inc are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for."

5. Camp Dresser & McKee Inc in its capacity as the holder of all of the outstanding shares of Missimer International, Inc. waived the mailing of a copy of the Plan of Merger to Camp Dresser & McKee Inc otherwise provided for under the provisions of Section 607.1104 of the Florida Business Corporation Act.

6. The laws of the jurisdiction of organization of Camp Dresser & McKee Inc permit a merger of a wholly-owned subsidiary business corporation of another jurisdiction into a parent business corporation of the jurisdiction of organization of Camp Dresser & McKee Inc;

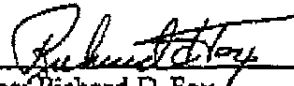
and the merger of Missimer International, Inc. into Camp Dresser & McKee Inc is in compliance with the laws of the jurisdiction of organization of Camp Dresser & McKee Inc

7. Shareholder approval is not required.

8. The effective time and date of the merger herein provided for in the State of Florida shall be on the 15th day of December 2003.

Dated: December 9, 2003

Camp Dresser & McKee Inc

By: 
Name: Richard D. Fox
Title: President

**PLAN OF MERGER
OF
Missimer International, Inc.
INTO
Camp Dresser & McKee Inc**

1. Camp Dresser & McKee Inc, which is a business corporation of the Commonwealth of Massachusetts and is the owner of all of the outstanding shares of Missimer International, Inc., which is a business corporation of the State of Florida, hereby merges Missimer International, Inc. into Camp Dresser & McKee Inc pursuant to the provisions of the State of Florida Business Corporation Act and pursuant to the provisions of the Business Corporation Law of the Commonwealth of Massachusetts.
2. The separate existence of Missimer International, Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the State of Florida Business Corporation Act; and Camp Dresser & McKee Inc shall continue its existence as the surviving corporation pursuant to the provisions of the Business Corporation Law of the Commonwealth of Massachusetts.
3. The Articles of Organization of Camp Dresser & McKee Inc are not amended in any respect by this Plan of Merger.
4. The issued shares of Missimer International, Inc. shall not be converted or exchanged in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be surrendered and extinguished.
5. Each share of Camp Dresser & McKee Inc outstanding immediately prior to the effective time and date of the merger is to be an identical outstanding or treasury or unissued share of Camp Dresser & McKee Inc at the effective time and date of the merger.
6. No shares of Camp Dresser & McKee Inc and no shares, securities, or obligations convertible into such shares are to be issued or delivered under this Plan of Merger.
7. The Board of Directors and the proper officers of Camp Dresser & McKee Inc are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

Camp Dresser & McKee Inc

By: *Richard D. Fox*

Name: Richard D. Fox

Title: President

Date: December 9, 2003