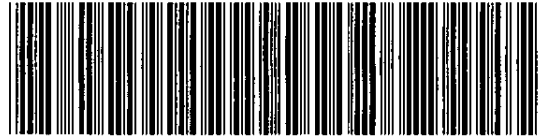


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SECRETARY OF STATE
TALLAHASSEE FLORIDA

(Requestor's Name)

(Address)

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SHAW ENERGY DELIVERY SERVICES, INC.
(Name of Corporation)

DOCUMENT NUMBER: F02000001545

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Debra J. Roberson
(Name of Contact Person)

The Shaw Group Inc.
(Firm/Company)

4171 Essen Lane - 11th Floor Legal Dept.
(Address)

Baton Rouge, LA 70809
(City/State and Zip Code)

For further information concerning this matter, please call:

Debra J. Roberson at (225) 932-2593
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F02000001545

(Document number of corporation (if known))

FILED
09 FEB - 5 AM 03 SA
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. SHAW ENERGY DELIVERY SERVICES, INC.

(Name of corporation as it appears on the records of the Department of State)

2. NORTH CAROLINA

(Incorporated under laws of)

3. MARCH 28, 2002

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? November 24, 2008

5. SHAW NC COMPANY, INC.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

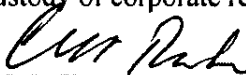
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Clifton S. Rankin

(Typed or printed name of person signing)

Vice President/Secretary

(Title of person signing)



NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

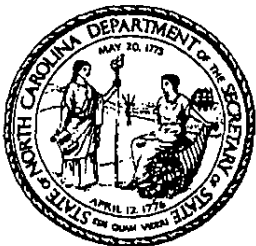
I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF AMENDMENT

OF

SHAW NC COMPANY, INC.

the original of which was filed in this office on the 24th day of November, 2008.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 4th day of December, 2008.

Elaine F. Marshall

Secretary of State

SOSID: 0051489
Date Filed: 11/24/2008 11:36:00 AM
Elaine F. Marshall
North Carolina Secretary of State
C200832600393

SHAW T&D COMPANY, INC.

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF SHAW T&D COMPANY, INC.**

Pursuant to § 55-10-06 of the General Statutes of North Carolina, Shaw T&D Company, Inc. (the "Company"), the undersigned North Carolina business corporation, hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation (originally filed on July 29, 1966, and amended on March 19, 2002, amended again on January 21, 2004, and amended again on September 10, 2008).

1. The name of the corporation is *Shaw T&D Company, Inc.*
2. The following is the text of the amendment to the Articles of Incorporation of the Company adopted by the Company's sole shareholder effective as of November 20, 2008, in the manner prescribed by Chapter 55 of the General Statutes of North Carolina:

RESOLVED, that the Articles of Incorporation of the Company be amended by changing the Article thereof numbered "1." so that, as amended, said Article shall be and read as follows:


"1. The name of the Corporation is *Shaw NC Company, Inc.*"

3. The amendment does not provide for an exchange, reclassification or cancellation of issued shares.
4. The date of adoption of the amendment was November 20, 2008.
5. The amendment was approved by the sole shareholder, and such shareholder approval was obtained as required by Chapter 55 of the North Carolina General Statutes,

These Articles of Amendment shall be effective upon filing.

This, the 20th day of November, 2008.

SHAW T&D COMPANY, INC.

By: 
Name: Clifton S. Rankin
Title: Vice President and Secretary

4851-8634-9059,01

SOSID: 0051489
Date Filed: 9/10/2008 2:08:00 PM
Elatne F. Marshall
North Carolina Secretary of State
C200825300269

SHAW ENERGY DELIVERY SERVICES, INC.

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
SHAW ENERGY DELIVERY SERVICES, INC.**

Pursuant to § 55-10-06 of the General Statutes of North Carolina, Shaw Energy Delivery Services, Inc. (the "Company"), the undersigned North Carolina business corporation, hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation (originally filed on February 2, 2002, and amended on March 19, 2002, and amended again on January 12, 2004).

1. The name of the corporation is Shaw Energy Delivery Services, Inc.
2. The following is the text of the amendment to the Articles of Incorporation of the Company adopted by the Company's sole shareholder effective as of September 9, 2008, in the manner prescribed by Chapter 55 of the General Statutes of North Carolina:

RESOLVED, that the Articles of Incorporation of the Company be amended by changing the Article thereof numbered "1." so that, as amended, said Article shall be and read as follows:

"1. The name of the Corporation is Shaw T&D Company, Inc."

3. The amendment does not provide for an exchange, reclassification or cancellation of issued shares.
4. The date of adoption of the amendment was September 9, 2008.
5. The amendment was approved by the sole shareholder, and such shareholder approval was obtained as required by Chapter 55 of the North Carolina General Statutes.

These Articles of Amendment shall be effective upon filing.

This, the 9th day of September, 2008.

SHAW ENERGY DELIVERY SERVICES, INC.

By: Cliff Rankin
Name: Clifton S. Rankin
Title: Vice President and Secretary

| |
|--|
| SOSID: 0051489 Date Filed: 1/21/2004 3:52:00 PM Elaine F. Marshall North Carolina Secretary of State C200402100300 |
|--|

ENERGY DELIVERY SERVICES, INC.

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ENERGY DELIVERY SERVICES, INC.**

Pursuant to § 55-10-06 of the General Statutes of North Carolina, Energy Delivery Services, Inc. (the "Company"), the undersigned North Carolina business corporation, hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation (originally filed on July 29, 1966, and amended on March 19, 2002).

1. The name of the corporation is Energy Delivery Services, Inc.
2. The following is the text of the amendment to the Articles of Incorporation of the Company adopted by the Company's sole shareholder effective as of the 12th day of January, 2004, in the manner prescribed by Chapter 55 of the General Statutes of North Carolina:

RESOLVED, that the Articles of Incorporation of the Company be amended by changing the Article thereof numbered "1." so that, as amended, said Article shall be and read as follows:


"1. The name of the Corporation is Shaw Energy Delivery Services, Inc."

3. The amendment does not provide for an exchange, reclassification or cancellation of issued shares.
4. The date of adoption of the amendment was January 12th, 2004.
5. The amendment was approved by the sole shareholder, and such shareholder approval was obtained as required by Chapter 55 of the North Carolina General Statutes.

These Articles of Amendment shall be effective upon filing.

This, the 12th day of January, 2004.

ENERGY DELIVERY SERVICES, INC.

By: 
 Name: Gary P. Graphia
 Title: Secretary

SOSID: 0051489
Date Filed: 3/19/2002 10:40 AM
Elaine F. Marshall
North Carolina Secretary of State

22 073 9048

ARTICLES OF AMENDMENT
OF
FEDERAL CONSTRUCTION COMPANY

Pursuant to §55-10-06 of the General Statutes of North Carolina, the undersigned corporation hereby submits these Articles of Amendment for the purpose of amending its articles of incorporation:

1. The name of the corporation is Federal Construction Company.
2. The following amendment to the articles of incorporation of the corporation was adopted by its sole shareholder on the 4th day of March, 2002, in the manner prescribed by Chapter 55 of the General Statutes of North Carolina:

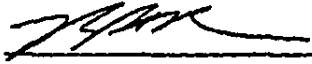
Article 1 of the corporation's articles of incorporation is hereby deleted in its entirety and the following inserted in its place and stead:

"1. The name of the Corporation is Energy Delivery Services, Inc."

3. These articles will become effective upon filing.

This the 4th day of March, 2002.

FEDERAL CONSTRUCTION COMPANY

By: 
Name: Bruce Andre Williamson
Title: President and Chief Executive Officer

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THAD EURE
SECRETARY OF STATE
NORTH CAROLINA

123939

ARTICLES OF INCORPORATION
OF
FEDERAL CONSTRUCTION COMPANY

We, the undersigned natural persons of the age of twenty-one or more years, do hereby associate ourselves into a business corporation under the laws of the State of North Carolina, as contained in Chapter 55 of the General Statutes of North Carolina, entitled "Business Corporation Act", and the several amendments thereto, and to that end do hereby set forth:

1. The name of the Corporation is Federal Construction Company.
2. The period of duration of the Corporation shall be perpetual.
3. The purpose or purposes for which the Corporation is

organized are:

a. To make, enter into, perform and carry out contracts for building, erecting, improving, construction, altering, repairing, decorating, finishing and furnishing houses, buildings, warehouses, store-rooms, edifices, works, tenements, and structures of every kind and description; to carry on in all their respective branches the businesses of builders, contractors, decorators and such other trades and businesses as pertain or are connected with the general business of building and construction.

b. To act as agents, factors, brokers, commission merchants, carriers, contractors, builders, architects, decorators, surveyors, engineers, appraisers, lessees, managers of estates or otherwise in entering into, undertaking, performing and carrying out and conducting any and all things set forth in this certificate as objects, purposes or powers that it may do for itself; and to exercise its powers to the same extent that natural persons might do, and in any part of the world to the full extent permitted to corporations organized under the Corporation Law of the State of North Carolina.

c. To engage in any other lawful activity including, but not limited to, constructing, manufacturing, raising or otherwise producing, and repairing, servicing, storing or otherwise caring for any type or structure, commodity or livestock whatsoever; processing, selling, brokering, factoring or distributing any type of property whether real or personal; extracting and processing natural resources; transporting freight or passengers

WARREN E. COOLIDGE
ATTORNEY AND
COUNSELLOR AT LAW
300 FIFTH STREET, N.W.
WASHINGTON
D. C. 20001

by land, sea or air; collecting and disseminating information or advertising through any medium whatsoever; performing personal services of any nature; and entering into or serving in any type of management, investigative, advisory, promotional, protective, insurance, guarantyship, suretyship, fiduciary or representative capacity or relationship for any persons or corporation whatsoever.

4. The aggregate number of shares which this corporation shall have authority to issue is 10,000, having a par value of \$1.00 per share, said shares having been classified as common, and having no class, series, preference or limitations.

5. The minimum number of shares which must be issued before the Corporation shall commence doing business shall be one hundred (100) and the minimum amount of consideration received shall be \$100.00.

6. The address of the initial registered office of the Corporation is 3114 Guy Circle, Fayetteville, Cumberland County, North Carolina, and the name of the initial registered agent at such address is Lewis B. Merritt, Jr.

7. The number of directors of the Corporation may be fixed by the by-laws, but shall not be less than three, and those persons who shall constitute the initial board of directors until the first meeting of the shareholders or until their successors be elected and qualify are:

| | | |
|--------------------|----------------------------------|---------------------|
| Warren H. Coolidge | 803 First Citizens Bank Building | Fayetteville, N. C. |
| Barbara M. Bennett | 803 First Citizens Bank Building | Fayetteville, N. C. |
| Elizabeth C. Fox | 803 First Citizens Bank Building | Fayetteville, N. C. |

8. The names and addresses of the incorporators are:

| | | |
|--------------------|----------------------------------|---------------------|
| Warren H. Coolidge | 803 First Citizens Bank Building | Fayetteville, N. C. |
| Barbara M. Bennett | 803 First Citizens Bank Building | Fayetteville, N. C. |
| Elizabeth C. Fox | 803 First Citizens Bank Building | Fayetteville, N. C. |

IN TESTIMONY WHEREOF, we have hereunto set our hands

WARREN H. COOLIDGE
ATTORNEY AND
COUNSELOR AT LAW
803 FIRST CITIZENS BANK
BUILDING
FAYETTEVILLE, N. C. 28308

this 28th day of July, 1966.


Warren H. Coolidge


Barbara M. Bennett


Elizabeth C. Fox

NORTH CAROLINA

CUMBERLAND COUNTY.

THIS IS TO CERTIFY, that on the 28th day of July, 1966, before me, a Notary Public, personally appeared Warren H. Coolidge, Barbara M. Bennett, and Elizabeth C. Fox, who I am satisfied are the persons named in and who executed the foregoing Articles of Incorporation, and I having first made known to them the contents thereof, they did each acknowledge that they signed and delivered the same as their voluntary act and deed for the uses and purposes therein expressed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, this 28th day of July, 1966.


Notary Public

My commission expires August 23, 1967.

WARREN H. COOLIDGE
ATTORNEY AND
COUNSELLOR AT LAW
602 FIRST CITIZENS BANK
BUILDING
FAYETTEVILLE, N. C. 28406