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MERGER OR SHARE EXCHANGE

BUREAU VERITAS NORTH AMERICA INC.

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ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

EFFECTIVE DATE
10-01-07

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Bureau Veritas North America, Inc.</u>	<u>Delaware</u>	<u>F03000001638</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Berryman & Henigar, Inc.</u>	<u>Florida</u>	<u>380572</u>
<u>Berryman & Henigar Enterprises, Inc.</u>	<u>Nevada</u>	<u>F94000002932</u>
<u>Earth Consultants, Inc.</u>	<u>Washington</u>	<u>N/A</u>
<u>Los Angeles Testing Engineers, Inc.</u>	<u>Delaware</u>	<u>N/A</u>

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 10 / 01 / 07 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 09/17/07.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 09/17/07.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
<u>Bureau Veritas North America, Inc.</u>	<u>Burt K. Haines</u>	<u>Burton K. Haines, Secretary</u>
<u>Berryman & Henigar, Inc.</u>	<u>Burt K. Haines</u>	<u>Burton K. Haines, Secretary</u>
<u>Berryman & Henigar Enterprises, Inc.</u>	<u>Burt K. Haines</u>	<u>Burton K. Haines, Secretary</u>
<u>Earth Consultants, Inc.</u>	<u>Burt K. Haines</u>	<u>Burton K. Haines, Secretary</u>
<u>Los Angeles Testing Engineers, Inc.</u>	<u>Burt K. Haines</u>	<u>Burton K. Haines, Secretary</u>
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AGREEMENT AND PLAN OF MERGER**OF****BERRYMAN & HENIGAR, INC.****(a Florida corporation),****BERRYMAN & HENIGAR ENTERPRISES****(a Nevada corporation),****EARTH CONSULTANTS, INC.****(a Washington corporation),****LOS ANGELES TESTING ENGINEERS, INC.****(a Delaware corporation)****and****BUREAU VERITAS NORTH AMERICA, INC.****(a Delaware corporation)**

AGREEMENT AND PLAN OF MERGER entered into on September 17, 2007 by and among BERRYMAN & HENIGAR, INC., a Florida corporation ("B&H"), and approved by resolution adopted by its Board of Directors on said date, BERRYMAN & HENIGAR ENTERPRISES, a Nevada corporation ("BHE"), and approved by resolution adopted by its Board of Directors on said date, EARTH CONSULTANTS, INC., a Washington corporation ("ECI"), and approved by resolution adopted by its Board of Directors on said date, LOS ANGELES TESTING ENGINEERS, INC. ("LATE" and, collectively with B&H, BHE and ECI, the "Terminated Corporations"), and approved by resolution adopted by its Board of Directors on said date, and BUREAU VERITAS NORTH AMERICA, INC., a Delaware corporation ("BVNA"), and approved by resolution adopted by its Board of Directors on said date.

PRELIMINARY STATEMENT

B&H is a business corporation of the State of Florida with its registered office therein located at 1201 Hays Street, 2nd Floor, City of Tallahassee, County of Leon. The total number of shares of stock which B&H has authority to issue is 20,000, all of which are of one class and of a par value of \$5.00 each.

BHE is a business corporation of the State of Nevada with its registered office therein located at 502 East John Street, City of Carson City, County of Carson City. The total number of shares of stock which BHE has authority to issue is 10,000,000, all of which are of one class and of a par value of \$0.01 each.

ECI is a business corporation of the State of Washington with its registered office therein located at 6500 Harbour Heights Parkway, Suite 400, City of Mukilteo, County of Snohomish. The total number of shares of stock which ECI has authority to issue is 50,000, all of which are of one class and of a par value of \$1.00 each.

LATE is a business corporation of the State of Delaware with its registered office therein located at 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle. The total number of shares of stock which LATE has authority to issue is 3,000, all of which are of one class and without par value.

BVNA is a business corporation of the State of Delaware with its registered office therein located at 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle. The total number of shares of stock which BVNA has authority to issue is 1,000, all of which are of one class and of a par value of \$1.00 each.

The Business Corporation Act of the State of Florida permits the merger of a business corporation of the State of Florida with and into a business corporation of another jurisdiction.

The Nevada Revised Statutes permit the merger of a business corporation of the State of Nevada with and into a business corporation of another jurisdiction.

The Business Corporation Act of the State of Washington permits the merger of a business corporation of the State of Washington with and into a business corporation of another jurisdiction.

The General Corporation Law of the State of Delaware permits the merger of a business corporation of the State of Delaware or another jurisdiction with and into a business corporation of the State of Delaware.

Each of the Terminated Corporations and BVNA, and the respective Boards of Directors of each, declare it advisable and to the advantage, welfare, and best interests of said corporations and their respective sole stockholders to merge each of the Terminated Corporations with and into BVNA pursuant to the provisions of the Florida Business Corporation Act, the Nevada Revised Statutes, the Washington Business Corporation Act and the Delaware General Corporation Law, as applicable, upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by B&H, BHE, ECI and LATE and approved by a resolution adopted by the Boards of Directors of each, and being thereunto duly entered into by BVNA and approved by a resolution adopted by its Board of Directors, the Agreement and Plan of Merger and the terms and conditions thereof and the mode of carrying the

same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter set forth in this Agreement and Plan of Merger.

1. Each of the Terminated Corporations shall, pursuant to the provisions of the Florida Business Corporation Act, the Nevada Revised Statutes, the Washington Business Corporation Act and the Delaware General Corporation Law, as the case may be, be merged with and into a single corporation, to wit, BVNA, which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Delaware General Corporation Law. The separate existence of each of the Terminated Corporations shall cease at said effective time in accordance with the provisions of the laws of their respective jurisdictions of incorporation.

2. The present Certificate of Incorporation, as amended, of the surviving corporation shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the Delaware General Corporation Law.

3. The present bylaws of the surviving corporation shall be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Delaware General Corporation Law.

4. The directors and officers of the surviving corporation in office at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued and outstanding share of stock of each of the Terminated Corporations shall, at the effective time of the merger, be cancelled and retired and cease to exist, and no consideration shall be delivered in exchange therefor. The issued and outstanding shares of the surviving corporation shall not be converted or exchanged in any manner, or be entitled to the payment or delivery of any consideration in exchange therefor, but each said share which is issued and outstanding as of the effective time of the merger shall continue to represent one issued and outstanding share of the surviving corporation.

6. The Agreement and Plan of Merger herein made and approved shall be submitted to the sole stockholder of each of the Terminated Corporations for its approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, the Nevada Revised Statutes, the Washington Business Corporation Act and the Delaware General Corporation Law, as applicable, and to the sole stockholder of the surviving corporation for its approval or rejection in the manner prescribed by the provisions of the Delaware General Corporation Law.

7. If this Agreement and Plan of Merger is approved and adopted on behalf of each of the Terminated Corporations in accordance with the provisions of the Florida Business Corporation Act, the Nevada Revised Statutes, the Washington Business Corporation Act and the Delaware General Corporation Law, as applicable, and the merger is authorized by the duly adopted resolution of their respective sole stockholders in the manner prescribed by the provisions of the Florida Business Corporation Act, the Nevada Revised Statutes, the Washington Business Corporation Act and the Delaware General Corporation Law, as applicable, and if this Agreement and Plan of Merger is approved and adopted on behalf of the surviving corporation in accordance with the provisions of the Delaware General Corporation Law, and the merger is authorized by the duly adopted resolution of its sole stockholder in the manner prescribed by the provisions of the Delaware General Corporation Law, the said corporations agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the States of Florida, Nevada, Washington and Delaware, and that they will cause to be performed all necessary acts within the States of Florida, Nevada, Washington, Delaware and elsewhere, as applicable, to effectuate the merger herein provided for.

8. The surviving corporation shall be responsible for the payment of all fees and franchise taxes required by the laws of Florida, Nevada, Washington and Delaware, and the surviving corporation shall be obligated to pay such fees and franchise taxes if the same are not timely paid.

9. The Boards of Directors and the proper officers of each of the Terminated Corporations and of the surviving corporation 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 Agreement and Plan of Merger or of the merger herein provided for.

10. The effective time of this Agreement and Plan of Merger, and the time at which the merger herein agreed upon shall become effective in the States of Florida, Nevada, Washington and Delaware, shall be October 1, 2007.

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby executed on behalf of each of the parties hereto.

BUREAU VERITAS NORTH AMERICA, INC.

By: Burton K. Haines

Name: Burton K. Haines

Title: Secretary

BERRYMAN & HENIGAR, INC.

By: Burt K. Haines
Name: Burton K. Haines
Title: Secretary

BERRYMAN & HENIGAR ENTERPRISES

By: Burt K. Haines
Name: Burton K. Haines
Title: Secretary

EARTH CONSULTANTS, INC.

By: Burt K. Haines
Name: Burton K. Haines
Title: Secretary

LOS ANGELES TESTING ENGINEERS, INC.

By: Burt K. Haines
Name: Burton K. Haines
Title: Secretary

CERTIFICATE OF SECRETARY
OF
BUREAU VERITAS NORTH AMERICA, INC.

The undersigned, being the Secretary of BUREAU VERITAS NORTH AMERICA, INC., does hereby certify that written consent has been given to the adoption of the foregoing Agreement and Plan of Merger by the sole stockholder of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

Dated as of September 17, 2007

BUREAU VERITAS NORTH AMERICA, INC.

By: Burton K. Haines

Name: Burton K. Haines

Title: Secretary

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CERTIFICATE OF SECRETARY
OF
BERRYMAN & HENIGAR, INC.

The undersigned, being the Secretary of BERRYMAN & HENIGAR, INC., does hereby certify that written consent has been given to the adoption of the foregoing Agreement and Plan of Merger by the sole shareholder of all of the outstanding stock of said corporation, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

Dated as of September 17, 2007

BERRYMAN & HENIGAR, INC.

By: Burton K. Haines
Name: Burton K. Haines
Title: Secretary

CERTIFICATE OF SECRETARY
OF
BERRYMAN & HENIGAR ENTERPRISES

The undersigned, being the Secretary of BERRYMAN & HENIGAR ENTERPRISES, does hereby certify that written consent has been given to the adoption of the foregoing Agreement and Plan of Merger by the sole stockholder of all of the outstanding stock of said corporation, in accordance with the provisions of Section 78.320(2), as amended by Ch. 357, L. 1999, of the Nevada Revised Statutes.

Dated as of September 17, 2007

BERRYMAN & HENIGAR ENTERPRISES

By: Burton K. Haines

Name: Burton K. Haines

Title: Secretary

CERTIFICATE OF SECRETARY
OF
EARTH CONSULTANTS, INC.

The undersigned, being the Secretary of EARTH CONSULTANTS, INC., does hereby certify that written consent has been given to the adoption of the foregoing Agreement and Plan of Merger by the sole shareholder of all of the outstanding stock of said corporation, in accordance with the provisions of Section 23B.07.040 of the Washington Business Corporation Act, as amended.

Dated as of September 17, 2007

EARTH CONSULTANTS, INC.

By: Burt K. Haines

Name: Burton K. Haines

Title: Secretary

CERTIFICATE OF SECRETARY
OF
LOS ANGELES TESTING ENGINEERS, INC.

The undersigned, being the Secretary of LOS ANGELES TESTING ENGINEERS, INC., does hereby certify that written consent has been given to the adoption of the foregoing Agreement and Plan of Merger by the sole stockholder of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

Dated as of September 17, 2007

LOS ANGELES TESTING ENGINEERS, INC.

By: Burt K. Haines

Name: Burton K. Haines

Title: Secretary