

294863

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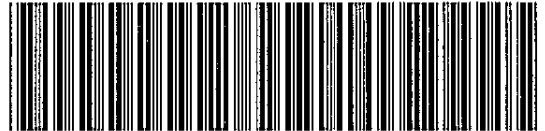
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

1/13/05  
Amend  
SP

**CT CORPORATION**

January 11, 2005

Department of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

Re: Order #: 6279015 SO  
Customer Reference 1:  
Customer Reference 2:

Dear Department of State, Florida:

Please obtain the following:

Watkins Engineers & Constructors, Inc. (FL)  
Amendment  
Florida

*File 1st*

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Connie R Bryan  
Manager Fulfill Ctr  
Connie\_Bryan@cch-lis.com

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

FILED

ARTICLES OF AMENDMENT OF  
ARTICLES OF INCORPORATION OF  
WATKINS ENGINEERS & CONSTRUCTORS, INC.  
(Document number 294863)

05 JAN 11 PM 2:48

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned certifies that on January 28, 2003, Watkins Engineers & Constructors, Inc. a Florida corporation (the "Corporation") filed a voluntary petition under chapter 11 of the United States Bankruptcy Code with the United States Bankruptcy Court, Northern District of California, Oakland Division (the "Court"), designated *In re Dillingham Construction Holdings, Inc., and related entities*, Bankruptcy Case No. 03-40516 (the "Case"). The Court has jurisdiction over the Case under chapter 11 of the United States Bankruptcy Code.

On or about June 23, 2004, the Corporation filed its Second Amended Joint Chapter 11 Plan (the "Plan"). United States Bankruptcy Judge Edward D. Jellen signed the Order Confirming Debtor's Second Amended Joint Chapter 11 Plan on August 19, 2004 (the "Order"), and the Court entered the Order in the Case on August 26, 2004.

The Court appointed the undersigned as the Responsible Individual in the Case. Pursuant to the Court's order appointing the undersigned as the Responsible Individual, Florida Statute § 607.1008 and the Court's Local Bankruptcy Rule 4002-1, the undersigned is authorized to submit these Articles of Amendment on behalf of the Corporation.

The Order, in Paragraph 11, requires the Corporation to amend its Articles of Incorporation to satisfy the provisions of the Plan and of United States Bankruptcy Code § 1123 (a)(6).

These articles amend the Corporation's Articles of Incorporation pursuant to Florida Statutes §§ 607.1001 et seq. to state:

ARTICLE III  
CAPITAL STOCK

The authorized capital stock of the Corporation shall be:-

Three Hundred Thousand (300,000) shares of common capital stock of the par value of \$1.00 per share.

All of said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; property, labor or services may be purchased, or paid for with the Capital Stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

The Corporation shall not authorize or issue any nonvoting equity securities.


In the event that the Corporation ever becomes authorized to issue more than one class of stock, voting rights shall be equitably distributed among the classes, and the holders of equity securities having a preference over other classes of equity securities shall be entitled to elect the directors to represent such holders if the Corporation should default in the payment of dividends.

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In all other respects, the Corporation's Articles of Incorporation shall remain unchanged.

The amendment is adopted as of the date written below.

Signed this 28 day of October, 2004

  
\_\_\_\_\_  
Larry Magelitz  
Debtor's Responsible Individual