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Florida Department of State
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MERGER OR SHARE EXCHANGE

AMEC NEWCO LLC

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ARTICLES OF MERGER

FOR

BAYMONT, INC.,
a Florida Corporation

The following Articles of Merger are submitted to merge the following Baymont, Inc., a Florida corporation, in accordance with s.607.1109 of the Florida Statutes.

FIRST: The following is the exact name, jurisdiction and form/entity type of the merging party:

Name	Jurisdiction	Form/Entity Type
Baymont, Inc. - 483305	Florida	Corporation

SECOND: The following is the exact name, jurisdiction and form/entity type of the surviving party:

Name	Jurisdiction	Form/Entity Type
AMEC Newco LLC	Delaware	Limited Liability Company

THIRD: The attached plan of merger was approved by Baymont, Inc., a Florida corporation ("Merging Party") in accordance with the applicable provisions of Chapters 607, 608, 617 and/or 620, F.S.

FOURTH: The attached plan of merger was approved by Merging Party and AMEC Newco LLC, a Delaware limited liability company ("Survivor") in accordance with the applicable laws of the state of Delaware.

FIFTH: The effective date of the merger will be 12:00 a.m. on January 1, 2006.

SIXTH: The principal office address of Survivor in its home jurisdiction is as follows:

1401 I Street, Suite 1000
Washington, D.C. 20005

SEVENTH: Survivor agrees to pay any members with appraisal rights the amount to which such members are entitled under ss. 608.4351-608.4359, F.S.

EIGHTH: If the Survivor is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s.48.181, F.S.:

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1401 I Street, Suite 1000
Washington, DC 20005

Same as Above

[Remainder of page intentionally left blank. Signature page follows.]

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IN WITNESS WHEREOF, the undersigned has caused these articles to be signed by an authorized officer on the 29th day of December, 2005.

BAYMONT, INC., a Florida corporation

By: Vivienne Schiffer
Name: Vivienne Schiffer
Office: Secretary

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TALLAHASSEE FLORIDA

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AMEC NEWCO LLC, a Delaware limited liability company, by its sole member

AMEC EARTH & ENVIRONMENTAL, INC.

By: Vivienne Schiffer
Name: Vivienne Schiffer
Office: Secretary

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Plan of Merger"), is executed the 29th day of December, 2005, by and between AMEC Newco LLC, a Delaware limited liability company ("Survivor"), and Baymont, Inc., a Florida corporation ("Baymont").

ARTICLE ONE**MERGER OF BAYMONT WITH AND INTO SURVIVOR**

Baymont will be merged with and into Survivor in accordance with the laws of the State of Delaware and the State of Florida (the "Merger"), with such merger to become effective at 12:00 a.m., Eastern Standard Time, January 1, 2006, or, if later, the date on which the certificate of merger (the "Certificate of Merger") relating to the Merger is filed with the Secretary of State of Delaware, as provided in the Delaware Limited Liability Company Act (the "Effective Date"). The surviving entity will be Survivor, which will continue to be a limited liability company governed by and organized in accordance with the laws of the State of Delaware.

ARTICLE TWO**EFFECT OF MERGER**

The Merger shall in all respects have the effects provided for in Title 6, Section 18-209(g) of the Delaware Limited Liability Company Act (the "LLC Act") with all rights, privileges and powers of Baymont becoming vested in, and all debts, liabilities and duties of Baymont attaching to, Survivor.

ARTICLE THREE**CANCELLATION OF SHARES; TREATMENT OF MEMBERSHIP INTERESTS**

All of the outstanding shares of stock of Baymont as of the effectiveness of the Merger, shall upon and by virtue of the Merger be automatically cancelled with no compensation being paid for such shares of stock of Baymont. Each outstanding member interest of Survivor shall continue to be the same member interest of Survivor.

ARTICLE FOUR**APPROVALS;
NO LIABILITY TO ANY MEMBER**

This Plan of Merger was approved and adopted by the stockholders of Baymont and the member of Survivor, the surviving entity, to be effective as of 12:00 a.m. on January 1, 2006.

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ARTICLE FIVE

CERTIFICATE OF FORMATION

On and after the Effective Date, the Certificate of Formation of Survivor, as the surviving entity, will remain in effect.

ARTICLE SIX

LIMITED LIABILITY COMPANY AGREEMENT

The Agreement of Limited Liability Company of Survivor, as existing on the Effective Date, will continue in full force and effect as the limited liability company of Survivor, the surviving entity, until such Agreement of Limited Liability Company thereafter shall be modified, amended or repealed in accordance with the LLC Act and the applicable provisions of such Agreement of Limited Liability Company.

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IN WITNESS WHEREOF, Baymont and Survivor have caused this Plan of Merger to be executed as of the date first above written.

BAYMONT, INC.

By: Vivienne Schiffer
Name: Vivienne Schiffer
Office: Secretary

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TALLAHASSEE, FLORIDA

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AMEC NEWCO LLC, a Delaware limited liability company, by its sole member

AMEC EARTH & ENVIRONMENTAL, INC.

By: Vivienne Schiffer
Name: Vivienne Schiffer
Office: Secretary