

CT CORPORATION SYSTEM

830470

FILED
DEC 26 PM 3:38

CORPORATION(S) NAME

URS Consultants, Inc. Merging into: URS Corporation Group Consultants

0

Merger

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

RECEIVED
01 DEC 26 PM 1:13
DIVISION OF CORPORATION

Name _____
Availability 12/21/01 12/26/01
Document _____
Examiner ADR
Updater ADR
Verifier _____
W.P. Verifier _____

Order#: 5011263

Ref#:

900004739479--7

-12/26/01--01084--003

*****17.50 *****17.50

Amount: \$

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

400789, 02277, 00524
00672

900004739479--7

-12/26/01--01084--004

*****70.00 *****70.00

ARTICLES OF MERGER
Merger Sheet

MERGING:

URS CONSULTANTS, INC., a Florida corporation P94000068300

INTO

URS CORPORATION GROUP CONSULTANTS, a New York entity, 830470

File date: December 26, 2001

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 27, 2001

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: URS CORPORATION GROUP CONSULTANTS
Ref. Number: 830470

We have received your document for URS CORPORATION GROUP CONSULTANTS and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

Please give the date the Agreement and Plan of Merger was approved (see paragraph 4).

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 001A00067338

*Date added to #4 and plan attached. Please
backdate and file, thanks!*

Laura@CT

RECEIVED
01 DEC 28 PM 4:39
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CERTIFICATE OF MERGER

OF

URS CONSULTANTS, INC. - FLORIDA
a Florida corporation

INTO

URS CORPORATION GROUP CONSULTANTS
a New York corporation

FILED
02 DEC 26 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations do hereby certify that:

1. The name and state of incorporation of each of the constituent corporations of the merger is as follows:

Name	State of Incorporation
URS Consultants, Inc. - Florida	Florida
URS Corporation Group Consultants	New York

2. An Agreement and Plan of Merger and Reorganization (the "Agreement and Plan of Merger") between URS Consultants, Inc. - Florida and URS Corporation Group Consultants has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in the manner and by the vote required by Section 607.1104 of the Florida 1989 Business Corporation Act.

3. The articles of incorporation of URS Corporation Group Consultants, a New York corporation, the surviving corporation, shall not be amended by this merger and shall be the articles of incorporation of the surviving corporation.

4. The Agreement and Plan of Merger was approved by URS Corporation Group Consultants, the sole stockholder of URS Consultants, Inc. - Florida, on December 1, 2001.

5. No shares of URS Corporation Group Consultants are to be issued or any consideration given for the shares of URS Corporation Group Consultants - Florida, but upon the effective date of the certificate of merger, the shares of stock of URS Corporation Group Consultants - Florida shall be surrendered for cancellation to URS Corporation Group Consultants.

6. All entities party to this merger have complied with the laws of their respective jurisdiction or organization concerning this merger.

7. This merger shall be effective upon filing of this Certificate of Merger with the office of the Florida Secretary of State.

8. It is intended that the merger qualify as a tax-free liquidation within the meaning of Section 332 of the Internal Revenue Code of 1986, as amended or, alternatively, as a tax-free reorganization within the meaning of Section 368(a)(1)(A) thereof.

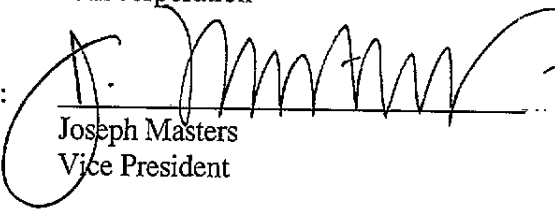
[Remainder of Page Intentionally Blank]

IN WITNESS WHEREOF, this Certificate of Merger is hereby executed on behalf of the constituent corporations, by officers thereunto duly authorized.

Dated as of December 1, 2001

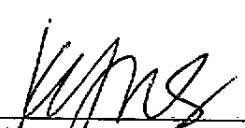
URS CORPORATION GROUP CONSULTANTS
a New York corporation

By: _____


Joseph Masters
Vice President

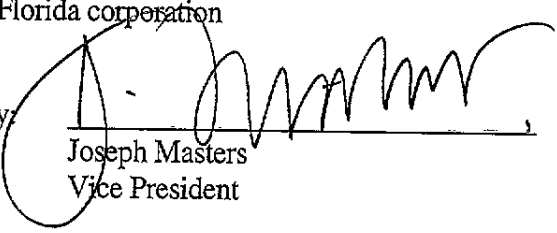
ATTEST:

By: _____


Kristin L. Jones
Assistant Secretary

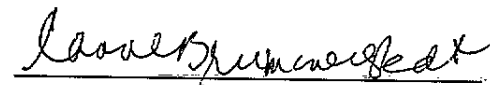
URS CONSULTANTS, INC. - FLORIDA
a Florida corporation

By: _____


Joseph Masters
Vice President

ATTEST:

By: _____


Carol Brummerstedt
Assistant Secretary

AGREEMENT AND PLAN OF MERGER AND REORGANIZATION

THIS AGREEMENT AND PLAN OF MERGER AND REORGANIZATION (hereinafter called the "Agreement and Plan of Merger") is made as of December 1, 2001, among each of the entities not surviving the mergers listed on Attachment I to this Agreement and Plan of Merger (individually, a "Merged Entity" and collectively, the "Merged Entities") and each of the entities surviving such mergers (individually, a "Surviving Entity" and collectively, the "Surviving Entities; the Merged Entities and Surviving Entities being hereinafter collectively referred to as, the "Constituent Entities").

WHEREAS, the directors and stockholders of each of the Constituent Entities deem it advisable and to the advantage of the Constituent Entities that the Merged Entities merge with and into the Surviving Entities upon the terms and conditions herein provided.

NOW, THEREFORE, the Constituent Entities do hereby adopt the plan of reorganization encompassed by this Agreement and Plan of Merger and do hereby agree that the Merged Entities shall merge with and into the Surviving Entities, all as reflected in Attachment I hereto, on the following terms, conditions and other provisions:

1. TERMS AND CONDITIONS.

1.1 **Merger.** Each Merged Entity shall be merged with and into its corresponding Surviving Entity (each a "Merger"), and each Surviving Entity shall be the survivor of that Merger effective upon the date that a certificate of merger and such other documents with respect to that Merger as may be necessary or appropriate are filed with the Secretary of State of the domestic jurisdiction of each corresponding Merged Entity and Surviving Entity (the "Effective Date").

1.2 **Succession.** On the Effective Date, each Surviving Entity shall continue its corporate existence under the laws of the state of its domestic jurisdiction, and the separate existence and corporate organization of the corresponding Merged Entity, except insofar as it may be continued by operation of law, shall be terminated and cease.

1.3 **Stock Certificates.** On and after the Effective Date, all of the outstanding certificates which prior to that time represented shares of the capital stock of each Merged Entity shall be delivered to the corresponding Surviving Entity for cancellation. No consideration shall be given for the shares being surrendered.

2. CORPORATE ORGANIZATION.

2.1 **Certificate of Incorporation.** The certificates of incorporation of each of the Surviving Entities shall not be amended by the Merger.

2.2 **Bylaws.** The bylaws of each of the Surviving Entities shall not be amended by the Merger.

2.3 **Directors and Officers.** The directors and officers of each of the Surviving Entities immediately prior to each Merger shall continue to serve as the directors and officers of the Surviving Entity following each Merger until their death, resignation or removal or the election of appointment of their respective successors or replacements.

3. **MISCELLANEOUS.**

3.1 **Tax Election.** It is intended that each of the Mergers qualify as tax-free organizations within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

3.2 **Conditions to Merger.** The obligations of each of the Constituent Entities to effect the Mergers contemplated hereby is subject to satisfaction of the following conditions (any or all of which may be waived by any of the Constituent Entities in their sole discretion to the extent permitted by law):

(a) the Mergers shall have been approved by the board of directors and the shareholders of each of the Constituent Entities in accordance with applicable provisions of the laws of their domestic jurisdictions; and

(b) any and all consents, permits, authorizations, approvals and orders deemed in the sole discretion of Constituent Entities to be material to consummation of the Mergers shall have been obtained.

3.3 **Counterparts.** In order to facilitate the filing and recording of this Agreement and Plan of Merger, the same may be executed in any number of counterparts, and by different Constituent Corporations on separate counterparts, each of which shall be deemed to be an original and which collectively shall constitute one and the same instrument.

[Remainder of Page Intentionally Blank]

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby executed on behalf of each Constituent Entity by their respective officers thereunto duly authorized as of December 1, 2001.

THE CONSTITUENT ENTITIES

URS Corporation,
a Nevada corporation

URS Corporation Great Lakes,
a Michigan corporation

URS Greiner Woodward-Clyde, Inc. Southwest,
an Arizona corporation

URS Greiner Woodward-Clyde, Inc.,
a Colorado corporation

URS Greiner Woodward-Clyde, Inc. - Pacific,
a Nevada corporation

URS Greiner Woodward-Clyde Licensing Corp.,
a Delaware corporation

URS Corporation - Connecticut,
a Connecticut corporation

URS Greiner Woodward-Clyde, Inc. - California,
a California corporation

Dames & Moore Ventures,
a California corporation

DM Investors, Inc.,
a Delaware corporation

Fourth Dimension Interactive, Inc.,
a Delaware corporation

Dames & Moore Group Ohio, Inc.,
an Ohio corporation

Dames & Moore Foreign Branch Operations, Inc.,
a Delaware corporation

GPI, Inc.,
a Nevada corporation

GIC Services, Inc.,
a Nevada corporation

By: Kent Ainsworth
Kent P. Ainsworth,
Executive Vice President &
Chief Financial Officer

**ATTACHMENT I
MERGED ENTITIES****URS Greiner Woodward-Clyde, Inc. Southwest,**

an Arizona corporation
merging into URS Corporation,
a Nevada corporation

URS Greiner Woodward-Clyde, Inc.,

a Colorado corporation
merging into URS Corporation,
a Nevada corporation

URS Greiner Woodward-Clyde, Inc. - Pacific,

a Nevada corporation
merging into URS Corporation,
a Nevada corporation

URS Greiner Woodward-Clyde Licensing Corp.,

a Delaware corporation
merging into URS Corporation Great Lakes,
a Michigan corporation

URS Corporation - Connecticut,

a Connecticut corporation
merging into URS Corporation,
a Nevada corporation

URS Greiner Woodward-Clyde, Inc. - California,

a California corporation
merging into URS Corporation,
a Nevada corporation

Dames & Moore Ventures,

a California corporation
merging into URS Corporation,
a Nevada corporation

DM Investors, Inc.,

a Delaware corporation
merging into URS Corporation,
a Nevada corporation

Fourth Dimension Interactive, Inc.,

a Delaware corporation
merging into URS Corporation,
a Nevada corporation

Dames & Moore Group Ohio, Inc.,

an Ohio corporation
merging into URS Corporation,
a Nevada corporation

Dames & Moore Foreign Branch Operations, Inc.,

a Delaware corporation
merging into URS Corporation,
a Nevada corporation

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DEC-27-2001 09:06

CT CORP SYST SF2
URS LAW DEPT

415 227 0643 P.10/10
P.07

GPI, Inc.,

a Nevada corporation
merging into URS Corporation,
a Nevada corporation

GIC Services, Inc.,

a Nevada corporation
merging into URS Corporation,
a Nevada corporation