

F00000005874

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 FEB -5 AM 9:11

FEB 11 2009 | 126

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** STONE & WEBSTER MANAGEMENT CONSULTANTS, INC.  
(Name of Corporation)

**DOCUMENT NUMBER:** F00000005874

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)**

F00000005874

(Document number of corporation (if known))

1. STONE & WEBSTER MANAGEMENT CONSULTANTS, INC.

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

2. Louisiana

(Incorporated under laws of)

3. October 23, 2000

(Date authorized to do business in Florida)

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
09 FEB -5 AM 9:11

**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? August 28, 2008

5. SHAW CONSULTANTS, 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)

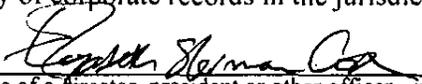
6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
(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)

Elizabeth Sherman Cox

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)

UNITED STATES OF AMERICA  
State of Louisiana



Jay Dardenne  
SECRETARY OF STATE

*As Secretary of State, of the State of Louisiana, I do hereby Certify that*  
the annexed and following is a True and Correct copy of the  
Articles of Incorporation, Initial Report, Amendments and  
2008 Annual Report of

SHAW CONSULTANTS, INC.

A/An LOUISIANA corporation domiciled at BATON ROUGE,

As shown by comparison with documents filed and recorded in  
this Office.

*In testimony whereof, I have hereunto set  
my hand and caused the Seal of my Office  
to be affixed at the City of Baton Rouge on,*  
January 13, 2009

*Jay Dardenne*  
AGE 34982772D

*Secretary of State*



STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

**ARTICLES OF INCORPORATION OF  
S&W CONSULTANTS, INC.**

BE IT KNOWN, that on this 31st day of August, 2000, personally came and appeared before me, the undersigned Notary Public, the incorporator or incorporators named below, who are referred to herein in the plural, whether one or more, all of the full age of majority, who declared to me, in the presence of the undersigned competent witnesses, that availing themselves of the provisions of the Louisiana Business Corporation Law (Louisiana Revised Statutes 12:1 et seq.), they hereby organize a corporation pursuant to the following Articles of Incorporation:

**ARTICLE I**

The name of this corporation is **S&W Consultants, Inc.**

**ARTICLE II**

The purpose of this corporation is to enter into any lawful business under the laws of the State of Louisiana either for its own account, or for the account of others, as agent, and either as agent or principal, to enter upon or engage in any kind of business or activity of any nature whatsoever which corporations organized under the Louisiana Business Corporation Law may engage and to the extent not prohibited thereby to enter upon and engage in any kind of business of any nature whatsoever in any other state of the United States of America, any foreign nation, and any territory of any country to the extent permitted by the laws of such other state, nation or territory.

**ARTICLE III**

The duration of the corporation is perpetual.

**ARTICLE IV**

The aggregate number of shares which the corporation shall have authority to issue is One Million (1,000,000) shares of capital stock having no par value.

## **ARTICLE V**

The full names and post office addresses of the incorporators are:

Elizabeth Sherman Cox  
8545 United Plaza Blvd.  
Baton Rouge, LA 70809

## **ARTICLE VI**

Any corporate action of shareholders, including specifically but not by way of limitation, adoption of amendments (including alterations, changes and repeals) to these Articles of Incorporation, approval of merger and consolidation agreements, authorization of voluntary disposition of all or substantially all of the corporate assets and removal of a member of the Board of Directors, may be taken on affirmative vote of a majority of the voting power of the shareholders as shall be entitled to vote.

## **ARTICLE VII**

Consents in writing to corporate action may be given by shareholders having that proportion of the total voting power which would be required to authorize or constitute such action at a meeting of the shareholders.

## **ARTICLE VIII**

A. All of the corporate powers of this corporation shall be vested in, and all of the business and affairs of this corporation shall be managed by a Board of Directors.

B. Until otherwise provided in the by-laws, any director absent from a meeting of the Board of Directors or any committee thereof, may be represented by any other person, whether or not he is a director or shareholder, who may cast the vote of the absent director according to the written instructions, general or special, of the absent director filed with the secretary.

C. The Board of Directors shall have authority to adopt, make and alter by-laws, including the right to make and alter by-laws fixing their number, qualification, classification or terms of office and of fixing or increasing their compensation, subject to the power of an affirmative vote of a majority of the voting power of the shareholders to change or repeal the by-laws so made.

## **ARTICLE IX**

Cash, property or share dividends, shares issuable to shareholders in connection with a reclassification of stock, and the redemption price of redeemed shares, which are not claimed by the shareholders entitled thereto within two year(s) after the dividend or redemption price became payable or the shares became issuable, despite reasonable efforts of the corporation to pay the dividend or redemption price or deliver the certificates for the shares to such shareholders within

such time, shall, at the expiration of such time, revert in full ownership, to the corporation, and the corporation's obligation to pay such dividend or redemption price or issue such shares, as the case may be, shall thereupon cease; provided that the Board of Directors may, at any time, for any reason satisfactory to it, but need not, authorize (a) payment of the amount of any cash or property dividend or redemption price or (b) issuance of any shares, ownership of which has reverted to the corporation pursuant to this Article, to the entity who or which would be entitled thereto had such reversion not occurred.

#### ARTICLE X

No director or officer of this corporation shall be personally liable to this corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for breach of the director's or officer's duty of loyalty to this corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 92(D) of the Louisiana Business Corporation Law, or (iv) for any transaction from which the director or officer derived an improper personal benefit. If the Louisiana Business Corporation Law is hereafter amended to authorize corporate action further limiting or eliminating the personal liability of directors and officers, then the liability of each director and officer of this corporation shall be limited or eliminated to the full extent permitted by the Louisiana Business Corporation Law as so amended from time to time. Neither the amendment nor repeal of this Article, nor the adoption of any provision of this corporation's Articles of Incorporation inconsistent with this Article shall eliminate or reduce the effect of this Article, in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

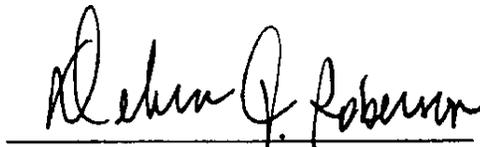
THUS DONE, READ AND SIGNED in multiple originals in my office in the State and Parish aforesaid, on the day, month and year hereinabove set forth, in the presence of the undersigned competent witnesses and me, Notary, after due reading of the whole.

WITNESSES:

  
\_\_\_\_\_

INCORPORATOR:

  
Elizabeth Sherman Cox

  
\_\_\_\_\_  
Notary Public

INITIAL REPORT BY DOMESTIC CORPORATIONS  
(To be filed when the Articles of Incorporation are filed)  
(Louisiana Revised Statute of 1950, 12:101)

STATE OF LOUISIANA  
PARISH OF EAST BATON ROUGE

TO: Secretary of State  
State of Louisiana  
Baton Rouge, Louisiana

Complying with La. R.S. 1950, 12:101, **S&W Consultants, Inc.** hereby makes its initial report as follows:

Location & Post Office Address of its Registered Office:

8545 United Plaza Blvd.  
Baton Rouge, LA 70809

Name & Post Office Address of each of its Registered Agents:

Elizabeth Sherman Cox  
8545 United Plaza Blvd  
Baton Rouge, LA 70809

Names & Addresses of the First Directors (if selected when articles are filed):

Richard F. Gill  
8545 United Plaza Blvd  
Baton Rouge, LA 70809

Robert T. McWhinney, Jr.  
900 19<sup>th</sup> Street, NW  
Washington, DC 20006-2105

Dated at Baton Rouge, Louisiana, on the 31st day of August, 2000.

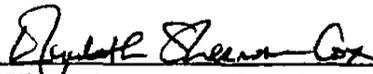
  
Elizabeth Sherman Cox, Incorporator

AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT  
BY DESIGNATED REGISTERED AGENT(S)  
ACT 769 OF 1987

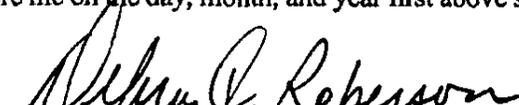
To the State Corporation Department  
State of Louisiana

STATE OF LOUISIANA  
PARISH OF EAST BATON ROUGE

On this 31st day of August, 2000, before me, a Notary Public in and for the State and Parish aforesaid, personally came and appeared: **Elizabeth Sherman Cox**, who do(es) hereby accept appointment as the Registered Agent of **S&W Consultants, Inc.**, which is a corporation authorized to transact business in the State of Louisiana pursuant to the provisions of Title 12, Chapters 1, 2 and 3.

  
\_\_\_\_\_  
Elizabeth Sherman Cox, Registered Agent

SUBSCRIBED AND SWORN to before me on the day, month, and year first above set forth.

  
\_\_\_\_\_  
Notary Public

NOTE: If the Agent is a Corporation authorized to act as an agent then the affidavit must be executed by an officer of the corporation.

**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF  
S&W CONSULTANTS, INC.**

Each of the undersigned, Executive Vice President and Secretary, respectively, of S&W Consultants, Inc., (the "Corporation"), does hereby certify that a resolution dated the 21<sup>st</sup> day of December, 2000, amending the Articles of Incorporation of the Corporation to change the name of the Corporation to Stone & Webster Consultants, Inc., as quoted hereinbelow, was duly adopted by the sole shareholder of the Corporation as provided in Louisiana R.S. 12:31 et seq. by Unanimous Written Consent of the Sole Shareholder of the Corporation. The original Articles of Incorporation of the Corporation were filed with the Louisiana Secretary of State on the 31st day of August, 2000.

RESOLVED, that Article I of the Articles of Incorporation shall be amended to provide as quoted below:

'Article I -

The name of this corporation is Stone & Webster Consultants, Inc.'

In all other respects the Articles of Incorporation shall remain unchanged."

Executed this 21<sup>st</sup> day of December, 2000, in the Parish of East Baton Rouge, City of Baton Rouge, State of Louisiana, by the undersigned duly authorized President and Secretary of S&W Consultants, Inc.

**S&W CONSULTANTS, INC.**

By: Richard F. Gill  
Richard F. Gill, Executive Vice President

By: Gary P. Graphia  
Gary P. Graphia, Secretary

**ACKNOWLEDGMENT  
OF THE ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
S&W CONSULTANTS, INC.**

**STATE OF LOUISIANA**

**PARISH OF EAST BATON ROUGE**

BE IT KNOWN, that on this 21<sup>st</sup> day of December, 2000, before me, the undersigned Notary Public, duly commissioned, qualified and sworn within and for the State and Parish aforesaid, personally came and appeared: RICHARD F. GILL, Executive Vice President of S&W Consultants, Inc. and GARY P. GRAPHIA, Secretary of S&W Consultants, Inc., to me known to be the identical persons who executed the foregoing Articles of Amendment to the Articles of Incorporation of S&W Consultants, Inc., and who declared and acknowledged to me, Notary, in the presence of the undersigned competent witnesses that they executed the above and foregoing Articles of Amendment to the Articles of Incorporation of S&W Consultants, Inc. of their own free act and deed and for the uses, purposes and benefits therein expressed.

**WITNESSES:**

**ACKNOWLEDGED:**

Ann Bulluck

By: Richard F. Gill  
Richard F. Gill, Executive Vice President

Maey B. Dart

By: Gary P. Graphia  
Gary P. Graphia, Secretary

Debra J. Roberson  
NOTARY PUBLIC  
My Commission is for Life

W. Fox McKeithen  
Secretary of State



**NOTICE OF CHANGE OF REGISTERED OFFICE  
AND/OR CHANGE OF REGISTERED AGENT**  
(R.S. 12:104 & 12:238)

Domestic Corporation  
(Business or Non-Profit)  
Enclose \$20.00 filing fee  
Make remittance payable to  
Secretary of State

Return to: Commercial Division  
P. O. Box 94125  
Baton Rouge, LA 70804-8125  
Phone (225) 925-4704  
Web Site: www.sec.state.la.us

Corporation Name: Stone & Webster Consultants, Inc.

**CHANGE OF LOCATION OF REGISTERED OFFICE**

Notice is hereby given that the Board of Directors of the above named corporation has authorized a change in the location of the corporation's registered office. The new registered office is located at: 4171 Essen

Lane, Baton Rouge, LA 70809

 Gary P. Graphia April 4, 2002

To be signed by one (1) officer or two (2) directors Date

**CHANGE OF REGISTERED AGENT(S)**

Notice is hereby given that the Board of Directors of the above named corporation has authorized the change of the corporation's registered agent(s). The name(s) and address(es) of the new registered agent(s) is/are as follows:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

President, Vice President or Secretary Date

**AGENT'S AFFIDAVIT AND ACKNOWLEDGEMENT OF ACCEPTANCE**

I hereby acknowledge and accept the appointment of registered agent(s) for and on behalf of the above named corporation.

\_\_\_\_\_  
\_\_\_\_\_

Sworn to and subscribed before me, the undersigned Notary Public, on this date: \_\_\_\_\_

\_\_\_\_\_  
Notary

**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF  
STONE & WEBSTER CONSULTANTS, INC.**

Each of the undersigned, Vice President and Secretary, respectively, of Stone & Webster Consultants, Inc., (the "Corporation"), does hereby certify that a resolution dated as of the 5<sup>th</sup> day of August, 2002, amending the Articles of Incorporation of the Corporation to change the name of the Corporation to Stone & Webster Management Consultants, Inc., as quoted hereinbelow, was duly adopted by all of the shareholders of the Corporation as provided in Louisiana R.S. 12:31 et seq. by Unanimous Written Consent of the Shareholders of the Corporation.

**"RESOLVED**, that Article I of the Articles of Incorporation shall be amended to provide as quoted below:

**"ARTICLE I**

The name of this corporation is Stone & Webster Management Consultants, Inc."

In all other respects the Articles of Incorporation shall remain unchanged."

The original Articles of Incorporation of the Corporation were filed with the Louisiana Secretary of State on August 31, 2000, under the name S&W Consultants, Inc. Articles of Amendment to the Articles of Incorporation were filed with the Louisiana Secretary of State on January 9, 2001, changing the name of the Corporation from S&W Consultants, Inc. to Stone & Webster Consultants, Inc.

This Articles of Amendment to the Articles of Incorporation of Stone & Webster Consultants, Inc. is executed in the name of Stone & Webster Consultants, Inc. as of the 5<sup>th</sup> day of August, 2002, in the Parish of East Baton Rouge, City of Baton Rouge, State of Louisiana, by the undersigned duly authorized Vice President of Stone & Webster Consultants, Inc. and by the undersigned duly authorized Secretary of Stone & Webster Consultants, Inc.

**STONE & WEBSTER CONSULTANTS, INC.**

By: Richard F. Gill

Name: Richard F. Gill

Title: Vice President

By: Gary P. Graphia

Gary P. Graphia, Secretary

**ACKNOWLEDGMENT BY THE VICE PRESIDENT  
OF THE ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
STONE & WEBSTER CONSULTANTS, INC.**

**UNITED STATES OF AMERICA**

**STATE OF LOUISIANA**

**PARISH OF EAST BATON ROUGE**

**BE IT KNOWN**, that on the 5<sup>th</sup> day of August, 2002, before me, the undersigned Notary Public, duly commissioned, qualified and sworn within and for the State and Parish aforesaid, personally came and appeared: Richard F. Gill, Vice President of Stone & Webster Consultants, Inc., to me known to be the identical person who executed the foregoing Articles of Amendment to the Articles of Incorporation of Stone & Webster Consultants, Inc. as the Vice President, and who declared and acknowledged to me, Notary, in the presence of the undersigned competent witnesses that he executed the above and foregoing Articles of Amendment to the Articles of Incorporation of Stone & Webster Consultants, Inc. of his own free act and deed and for the uses, purposes and benefits therein expressed.

**WITNESSES:**

Ann Bulllock  
Name: Ann Bulllock

Macy S. Scott  
Name: Macy S. Scott

**ACKNOWLEDGED:**

By: Richard F. Gill  
Name: Richard F. Gill  
Title: Vice President

Richard J. Robinson  
**NOTARY PUBLIC**  
(My Commission Expires At Death)

**ACKNOWLEDGMENT BY THE SECRETARY  
OF THE ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
STONE & WEBSTER CONSULTANTS, INC.**

**UNITED STATES OF AMERICA**

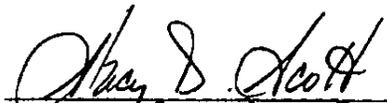
**STATE OF LOUISIANA**

**PARISH OF EAST BATON ROUGE**

**BE IT KNOWN**, that on the 5<sup>th</sup> day of August, 2002, before me, the undersigned Notary Public, duly commissioned, qualified and sworn within and for the State and Parish aforesaid, personally came and appeared: **GARY P. GRAPHIA**, Secretary of Stone & Webster Consultants, Inc., to me known to be the identical person who executed the foregoing Articles of Amendment to the Articles of Incorporation of Stone & Webster Consultants, Inc. as the Secretary, and who declared and acknowledged to me, Notary, in the presence of the undersigned competent witnesses that he executed the above and foregoing Articles of Amendment to the Articles of Incorporation of Stone & Webster Consultants, Inc. of his own free act and deed and for the uses, purposes and benefits therein expressed.

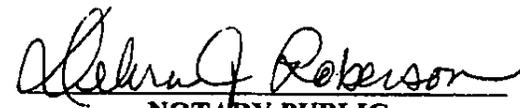
**WITNESSES:**

**ACKNOWLEDGED:**

  
Name: Stacy D. Scott

By:   
Gary P. Graphia, Secretary

  
Name: Marilyn B. Cleveland

  
**NOTARY PUBLIC**  
(My Commission Expires At Death.)

W. Fox McKeithen  
Secretary of State



**NOTICE OF CHANGE OF REGISTERED OFFICE  
AND/OR CHANGE OF REGISTERED AGENT**  
(R.S. 12:104 & 12:236)

Domestic Corporation  
(Business or Non-Profit)  
Enclose \$20.00 filing fee  
Make remittance payable to  
Secretary of State  
*Do Not Send Cash*

Return to: Commercial Division  
P. O. Box 94125  
Baton Rouge, LA 70804-9125  
Phone (225) 925-4704  
Web Site: [www.sec.state.la.us](http://www.sec.state.la.us)

Corporation Name: Stone & Webster Management Consultants, Inc.

**CHANGE OF LOCATION OF REGISTERED OFFICE**

Notice is hereby given that the Board of Directors of the above named corporation has authorized a change in the location of the corporation's registered office. The new registered office is located at: \_\_\_\_\_

8550 United Plaza Boulevard, Baton Rouge, LA 70809

[Signature] 11-06-02  
To be signed by one (1) officer or two (2) directors Date

\_\_\_\_\_  
Date

**CHANGE OF REGISTERED AGENT(S)**

Notice is hereby given that the Board of Directors of the above named corporation has authorized the change of the corporation's registered agent(s). The name(s) and address(es) of the new registered agent(s) is/are as follows: C T Corporation System, 8550 United Plaza Boulevard, Baton Rouge, LA 70809

[Signature] 11-06-02  
President, Vice President or Secretary Date

**AGENT'S AFFIDAVIT AND ACKNOWLEDGEMENT OF ACCEPTANCE**

I hereby acknowledge and accept the appointment of registered agent(s) for and on behalf of the above named corporation.

By: [Signature]  
KRISTEN BETZGER  
ASSISTANT SECRETARY

Kendra Brodie  
Sworn to and subscribed before me, the undersigned Notary Public, on this date: 11/14/02  
NOTARY PUBLIC  
My commission expires Jan. 20, 2004  
Kendra Brodie  
Notary

NOTICE OF NEW ADDRESS OF REGISTERED  
AGENT FOR SERVICE OF PROCESS

Notice is hereby given pursuant to Louisiana R.S. Title 12:104; 308; 236;1308; 1350 and 9:3432; 9:3422; 9:3401 of the new address of C T Corporation System in the State of Louisiana where process may be served for the domestic and foreign profit corporations, non profit corporations, limited liability companies and limited partnerships represented by C T Corporation System as shown on the records of the Secretary of State.

The agent for service of process, C T Corporation System, was formerly located at: 8550 United Plaza Blvd., Baton Rouge, Louisiana 70809. The new address for the said agent for service of process is: 5615 Corporate Blvd, Suite 400B, Baton Rouge, Louisiana 70808.

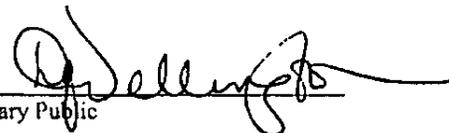
Please record the change of registered address for the entities shown on the record of the Secretary of State as being represented by C T Corporation System, as the registered agent. The list of entities is attached to this notice. These entities may now be served at the new address of the agent for service of process as set forth above as of the date of this document is received and filed with the Secretary of State of Louisiana.

I, Kenneth Uva, Vice President of C T Corporation System, hereby declare the contents of this Notice true to the best of my knowledge and belief as of this 28<sup>th</sup> day of January, 2008.

C T CORPORATION SYSTEM

  
Kenneth Uva, Vice President

Sworn to and subscribed before me, the undersigned Notary Public on this date: January 28, 2008.

  
Notary Public

LAUREL JEAN WELLINGTON  
Notary Public, State of New York  
No 01WE6035039  
Qualified in Kings County  
Certificate Filed in New York County  
Commission Expires Dec. 20, 2009

CHARTER	AGT	A/I	NAME	
349762317	D	CTC	A	STONE & WEBSTER PURCHASING, INC.
349762368	F	CTC	A	E. D. & P. MAN BIORFELS INC.
349763229	F	CTC	A	LEESVILLE AUTO PLAZA, INC.
349766117	Q	CTC	A	SHOLAND PROPERTIES GROUP 3, LLC
349766629	Q	CTC	A	SHOLAND PROPERTIES GROUP 4, LLC
349769442	F	CTC	P	HRXCEL, INC.
349772011	F	CTC	A	ROSPER, INC.
349774421	F	CTC	A	LESOCO DESIGN & MANUFACTURING COMPANY, INC.
349778751	F	CTC	A	ELKHORN FIELD SERVICES COMPANY
349778998	F	CTC	P	MASTECH APPLICATION SERVICES, INC.
349779919	F	CTC	A	REICH & TANG DISTRIBUTORS, INC.
349783355	F	CTC	P	GALLARD-SCHLESINGER INDUSTRIES, INC.
349783911	L	CTC	A	JEFFCOAT L.P.
349783921	L	CTC	A	WOODSON OIL & GAS, L.P.
349784405	F	CTC	A	JOULE TECHNICAL STAMPING, INC.
349784409	F	CTC	A	HIBBLE, PETERS & DAMSON, INC.
349791319	L	CTC	A	PEAK USA ENERGY SERVICES, LTD.
349792808	F	CTC	A	FLOORE INDUSTRIAL CONTRACTORS, INC.
349794288	F	CTC	A	MYDAIT SERVICES, INC.
349794901	F	CTC	A	SOUTHEASTERN TELECOM OF MEMPHIS, INC.
349794921	F	CTC	A	INSURANCE DIRECT, INC.
349794931	L	CTC	A	TEPSCO, L.P.
349795226	Q	CTC	A	WILLIAMS FIELD SERVICES COMPANY, LLC
349795314	D	CTC	P	FIELD SERVICES, INC.
349795335	F	CTC	P	CENTRAL TELECOM-EAST, INC.
349795337	Q	CTC	P	PHYSERV SERVICES LLC
349795411	F	CTC	A	HOMESIDE SOLUTIONS, INC.
349798895	F	CTC	A	MILLIMAN, INC.
349800146	F	CTC	A	MERIT CONSTRUCTION COMPANY OF GEORGIA, INC.
349800147	F	CTC	A	THOMAS GRINDING, INC.
349804455	F	CTC	A	A. K. LUNDBERG ASSOCIATES, INC.
349807881	F	CTC	A	HSBC REALTY CREDIT CORPORATION (USA)
349808831	F	CTC	A	BGC WHOLESALE COMPANY
349808842	F	CTC	A	PARIS GOURMET, INC.
349808862	F	CTC	A	ERVIN LEASING COMPANY
349814426	Q	CTC	A	ARK-LA-TEX FINANCIAL SERVICES, LLC
349815174	F	CTC	A	THE YELLOW SIGN COMPANY
349815941	Q	CTC	A	ARLINGTON CONSTRUCTION SERVICES, LLC
349816002	F	CTC	A	CLUB INSURANCE AGENCY, INC.
349817336	Q	CTC	P	RECOVERY TECHNOLOGIES COLLECTION SERVICES, LLC
349817440	Q	CTC	A	GEO-PRO, LLC
349817449	F	CTC	A	ABERCROMBIE & FITCH STORES, INC.
349817831	F	CTC	A	REDMAN PROPERTIES COMPANY
349819953	F	CTC	A	UNIVERSAL WALL SYSTEMS, INC.
349823107	F	CTC	A	TIB THE INDEPENDENT BANKERSBANK
349823135	F	CTC	A	SHAWITT ENVIRONMENTAL, INC.
349823355	K	CTC	A	SHAW JV HOLDINGS, L.L.C.
349823372	F	CTC	A	GROUT TECH, INC.
349825549	F	CTC	A	CLP RESOURCES, INC.
349826683	F	CTC	P	BAR NONE CONSUMER FINANCE, INC.
349827172	D	CTC	A	STONE & WEBSTER MANAGEMENT CONSULTANTS, INC.

**JOINT AGREEMENT OF MERGER**

**BY AND BETWEEN:  
STONE & WEBSTER – JSC  
MANAGEMENT CONSULTANTS, INC.  
AND  
STONE & WEBSTER MANAGEMENT  
CONSULTANTS, INC.**

**UNITED STATES OF AMERICA  
STATE OF LOUISIANA  
PARISH OF EAST BATON ROUGE**

**THIS JOINT AGREEMENT OF MERGER** (the “Agreement”) is entered into pursuant to the provisions of Title 12, Corporations and Associations, La. R.S. 12:1 et seq. (hereinafter referred to as the “Louisiana Corporation Laws”), by and between **STONE & WEBSTER – JSC MANAGEMENT CONSULTANTS, INC.**, a corporation duly organized and existing under the laws of the State of Louisiana (hereinafter referred to as “S&W-JSC”), and **STONE & WEBSTER MANAGEMENT CONSULTANTS, INC.**, a corporation duly organized and existing under the laws of the State of Louisiana (hereinafter referred to as “S&WMC”).

**WITNESSETH :**

**WHEREAS**, S&W-JSC is owned 100% by S&WMC; and

**WHEREAS**, S&WMC is owned 100% by Stone & Webster, Inc., a Louisiana corporation;  
and

**WHEREAS**, the shareholders, directors and officers of both S&W-JSC and S&WMC have determined that it is in the best interest of both entities that S&W-JSC be merged into its parent S&WMC under and in accordance with the following.

**NOW, THEREFORE**, in order to effectuate the merger of S&W-JSC into its parent corporation S&WMC, the directors of S&W-JSC and S&WMC enter into the following agreement to merge, describing the terms and conditions of merger, the *mode of carrying* the merger into effect and the manner of converting shares of S&W-JSC into shares of S&WMC, which shall be the entity surviving the merger, as follows.

**ARTICLE I  
APPROVAL BY BOTH ENTITIES  
BY ALL OF THE DIRECTORS**

**1.1** All of the directors of S&W-JSC and all of the directors of S&WMC have *unanimously approved* and authorized the merger of S&W-JSC into S&WMC, as evidenced by their signatures hereto.

**ARTICLE II  
TERMS AND CONDITIONS AND  
MODE OF CARRYING THE MERGER INTO EFFECT**

**2.1** This Agreement, in accordance with the provisions of the Louisiana Corporation Laws, has been authorized and approved by the sole shareholder of S&W-JSC and the sole shareholder of S&WMC in the manner and by the vote required by applicable law.

**2.2** In accordance with the provisions of the Louisiana Corporation Laws, the fact that this Agreement has been authorized and approved by the sole shareholder of S&W-JSC and the sole shareholder of S&WMC in the manner and by the vote required by law, is certified by the respective Secretaries or Assistant Secretaries of S&W-JSC and S&WMC. This Agreement so authorized, approved and certified is signed and acknowledged by the President or Vice President of each of S&W-JSC and S&WMC, as required by the Louisiana Corporation Laws.

**2.3** In accordance with the Louisiana Corporation Laws, this Agreement, so authorized,

approved, certified, signed and acknowledged (or in lieu thereof, a certificate of merger duly executed) shall be filed by S&WMC (the surviving entity) with the office of the Secretary of State of the State of Louisiana, and the Agreement shall thenceforth be taken and deemed to be the Agreement and Act of Merger of S&W-JSC into S&WMC for all purposes of the laws of the State of Louisiana. The Louisiana Secretary of State shall record the Agreement (or the certificate in lieu thereof) and issue a Certificate of Merger. A duplicate original of the Certificate of Merger issued by the Louisiana Secretary of State shall be filed for record in the conveyance records of the office of the Clerk of Court of East Baton Rouge Parish, Louisiana, and shall also be filed for record in the conveyance records of each parish in the State of Louisiana in which title to immovable property will be transferred as a result of the merger.

2.4 As provided in the Louisiana Corporation Laws, the merger shall be effective as of the time of filing of this Agreement (or a certificate in lieu thereof) with the Louisiana Secretary of State (the "Effective Date").

### **ARTICLE III EFFECT OF MERGER**

3.1 Upon the consummation of the merger, the effect of the merger shall be that established by the Louisiana Corporation Laws, and without limitation thereof, shall include the following:

a. The parties to the merger (S&W-JSC and S&WMC) shall be a single entity which shall be STONE & WEBSTER MANAGEMENT CONSULTANTS, INC. ("S&WMC"), and S&WMC shall survive the merger for all purposes.

b. The separate existence of STONE & WEBSTER – JSC MANAGEMENT CONSULTANTS, INC. (“S&W-JSC”) shall cease.

c. S&WMC shall thereupon and thereafter possess all of the rights, privileges, immunities, powers and franchises previously possessed by it, together with those possessed by S&W-JSC, and shall be subject to all the restrictions, disabilities and duties of each entity to the extent such rights, privileges, immunities, powers, franchises, restrictions, disabilities and duties are applicable to the form of existence of the surviving entity, S&WMC.

d. All property, movable, immovable and mixed, and all debts due on whatever account, and all other choses in action and all and every other interest of or belonging to or due to each of the entities shall be vested in the surviving entity, S&WMC without the necessity of any further act or deed.

e. S&WMC shall thenceforth be responsible and liable for all liabilities and obligations of the merging entity, S&W-JSC.

f. The shares of S&W-JSC converted or exchanged into shares in S&WMC shall be so converted, and the former holders thereof shall be entitled only to the rights provided in this Agreement or by law.

#### **ARTICLE IV MANNER OF CONVERSION OF SHARES**

The manner and basis of converting the shares of S&W-JSC shall be as follows.

**4.1** All of the shares of no par value voting common stock of S&W-JSC issued and outstanding shall be canceled upon the Effective Date of the merger. No new shares of S&W-JSC or S&WMC stock shall be issued.

4.2 All of the outstanding stock in S&WMC (the sole shareholder of S&W-JSC) shall remain outstanding and owned 100% by Stone & Webster, Inc. and shall not be affected by this merger.

**ARTICLE V  
ARTICLES OF INCORPORATION  
OF THE SURVIVING ENTITY**

5.1 The Articles of Incorporation of S&WMC, the surviving entity, shall not be altered or otherwise affected by virtue of the merger.

**[THE NEXT PAGE IS THE SIGNATURE PAGE.]**

IN WITNESS WHEREOF, the undersigned, being all of the directors of STONE & WEBSTER – JSC MANAGEMENT CONSULTANTS, INC. and all of the directors of STONE & WEBSTER MANAGEMENT CONSULTANTS, INC., have executed this Joint Agreement of Merger of Stone & Webster – JSC Management Consultants, Inc. into Stone & Webster Management Consultants, Inc. effective as of the 29<sup>th</sup> day of July, 2008.

WITNESSES:

Becky Walls  
Name: Becky Walls

Deborah B. Morvant  
Name: Deborah B. Morvant

S&W-JSC:

STONE & WEBSTER – JSC MANAGEMENT CONSULTANTS, INC.

By: Clifton S. Rankin  
Clifton S. Rankin, Sole Director

WITNESSES:

Becky Walls  
Name: Becky Walls

Deborah B. Morvant  
Name: Deborah B. Morvant

S&WMC:

STONE & WEBSTER MANAGEMENT CONSULTANTS, INC.

By: Lou J. Pucher  
Lou J. Pucher, Director

By: Clifton S. Rankin  
Clifton S. Rankin, Director

**CERTIFICATE OF ADOPTION  
OF  
STONE & WEBSTER – JSC MANAGEMENT CONSULTANTS, INC.**

The undersigned Secretary or Assistant Secretary of Stone & Webster – JSC Management Consultants, Inc. hereby certifies that the foregoing Joint Agreement of Merger of Stone & Webster – JSC Management Consultants, Inc. into Stone & Webster Management Consultants, Inc., was approved by the sole shareholder of Stone & Webster – JSC Management Consultants, Inc. in the manner required by the Louisiana Corporation Laws (La. R.S.. 12:1 et seq.) and that the signatory directors of Stone & Webster – JSC Management Consultants, Inc. constitute all of the directors of Stone & Webster – JSC Management Consultants, Inc.

**SECRETARY / ASSISTANT SECRETARY:**

Date: July 29, 2008

By: Elizabeth Sherman Cox  
Name: Elizabeth Sherman Cox  
Title: Secretary / Assistant Secretary

**ATTEST:**

Grace N. Frantz  
Name: Grace N. Frantz  
Title: Paralegal

Date: July 29, 2008

**CERTIFICATE OF ADOPTION  
OF  
STONE & WEBSTER MANAGEMENT CONSULTANTS, INC.**

The undersigned Secretary or Assistant Secretary of Stone & Webster Management Consultants, Inc. hereby certifies that the foregoing Joint Agreement of Merger of Stone & Webster - JSC Management Consultants, Inc. into Stone & Webster Management Consultants, Inc., was approved by the sole shareholder of Stone & Webster Management Consultants, Inc. in the manner required by the Louisiana Corporation Laws (La. R.S. 12:1 et seq.) and that the signatory directors of Stone & Webster Management Consultants, Inc. constitute all of the directors of Stone & Webster Management Consultants, Inc.

**SECRETARY/ASSISTANT SECRETARY:**

Date: July 29, 2008

By: Elizabeth Sherman Cox  
Name: Elizabeth Sherman Cox  
Title: Secretary / Assistant Secretary

**ATTEST:**

By: Grace Hyman  
Name: Grace Hyman  
Title: PARALEGAL

Date: 7/29/2008

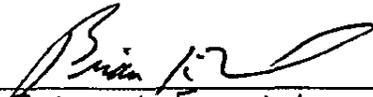
**SIGNATURE AND ACKNOWLEDGMENT  
OF THE PRESIDENT OR VICE PRESIDENT OF  
STONE & WEBSTER – JSC MANAGEMENT CONSULTANTS, INC.**

**STATE OF LOUISIANA**

**PARISH OF EAST BATON ROUGE**

Pursuant to § 112(D) of the Louisiana Business Corporation Laws, the undersigned President or Vice President of Stone & Webster - JSC Management Consultants, Inc., hereby signs and acknowledges this Joint Agreement of Merger on behalf of Stone & Webster - JSC Management Consultants, Inc., as the free act and deed of Stone & Webster – JSC Management Consultants, Inc.

**STONE & WEBSTER – JSC MANAGEMENT  
CONSULTANTS, INC.**

By:   
Name: Brian K. Ferraioli  
Title: Executive Vice President  
and Treasurer

THUS DONE, SIGNED AND ACKNOWLEDGED, in my presence, effective as of the  
29<sup>th</sup> day of July, 2008.

  
NOTARY PUBLIC  
Name: Debra J. Roberson  
(My Commission Expires: At Death.)  
(Commission Number: 48897.)



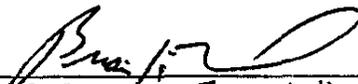
**SIGNATURE AND ACKNOWLEDGMENT  
OF THE PRESIDENT OR VICE PRESIDENT OF  
STONE & WEBSTER MANAGEMENT CONSULTANTS, INC.**

**STATE OF LOUISIANA**

**PARISH OF EAST BATON ROUGE**

Pursuant to § 112(D) of the Louisiana Business Corporation Laws, the undersigned President or Vice President of Stone & Webster Management Consultants, Inc., hereby signs and acknowledges this Joint Agreement of Merger on behalf of Stone & Webster Management Consultants, Inc. as the free act and deed of Stone & Webster Management Consultants, Inc.

**STONE & WEBSTER MANAGEMENT  
CONSULTANTS, INC.**

By:   
Name: Brian K. Ferraioli  
Title: Executive Vice President  
and Treasurer

29<sup>th</sup> **THUS DONE, SIGNED AND ACKNOWLEDGED,** in my presence, effective as of the  
day of July, 2008.

  
NOTARY PUBLIC  
Name: Debra J. Roberson  
(My Commission Expires: At Death.)  
(Commission Number: 48897.)



**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF  
STONE & WEBSTER MANAGEMENT CONSULTANTS, INC.**

Each of the undersigned, President / Vice President and Secretary / Assistant Secretary, respectively, of Stone & Webster Management Consultants, Inc. (the "Corporation"), does hereby certify that a resolution dated effective as of the 28<sup>th</sup> day of August, 2008, amending the Articles of Incorporation of the Corporation to change the name of the Corporation to Shaw Consultants, Inc., as quoted hereinbelow, was duly adopted by all of the shareholders of the Corporation as provided in Louisiana R.S. 12:31 et seq. by Unanimous Written Consent of the Shareholders of the Corporation.

**"RESOLVED**, that Article I of the Articles of Incorporation shall be amended to provide as quoted below:

"ARTICLE I

The name of this corporation is Shaw Consultants, Inc."

In all other respects the Articles of Incorporation shall remain unchanged."

The original Articles of Incorporation of the Corporation were filed with the Louisiana Secretary of State on August 31, 2000, under the name S&W Management Consultants, Inc. Articles of Amendment to the Articles of Incorporation were filed with the Louisiana Secretary of State on January 9, 2002 changing the name from S&W Management Consultants, Inc. to Stone & Webster Consultants, Inc. and then on August 8, 2002 changing the name from Stone & Webster Consultants, Inc. to Stone & Webster Management Consultants, Inc.

This Articles of Amendment to the Articles of Incorporation of Stone & Webster Management Consultants, Inc. is executed in the name of Stone & Webster Management Consultants, Inc. effective as of the 28<sup>th</sup> day of August, 2008, in the Parish of East Baton Rouge, City of Baton Rouge, State of Louisiana, by the undersigned duly authorized President / Vice President of Stone & Webster Management Consultants, Inc. and by the undersigned duly authorized Secretary / Assistant Secretary of Stone & Webster Management Consultants, Inc.

**STONE & WEBSTER MANAGEMENT CONSULTANTS, INC.**

By: Clifton S. Rankin  
Name: Clifton S. Rankin  
Title: President / Vice President

By: Elizabeth Sherman Cox  
Name: Elizabeth Sherman Cox  
Title: Secretary / Assistant Secretary

ACKNOWLEDGMENT BY THE PRESIDENT / VICE PRESIDENT  
OF THE ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
STONE & WEBSTER MANAGEMENT CONSULTANTS, INC.

UNITED STATES OF AMERICA

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BE IT KNOWN, that on the 28<sup>th</sup> day of August, 2008, before me, the undersigned Notary Public, duly commissioned, qualified and sworn within and for the State and Parish aforesaid, personally came and appeared: Clifton S. Rankin, President / Vice President of Stone & Webster Management Consultants, Inc., to me known to be the identical person who executed the foregoing Articles of Amendment to the Articles of Incorporation of Stone & Webster Management Consultants, Inc. as the President / Vice President, and who declared and acknowledged to me, Notary, in the presence of the undersigned competent witnesses that he executed the above and foregoing Articles of Amendment to the Articles of Incorporation of Stone & Webster Management Consultants, Inc. of his own free act and deed and for the uses, purposes and benefits therein expressed.

WITNESSES:

ACKNOWLEDGED:

Becky Walls  
Name: Becky Walls

Grace N. Frantz  
Name: Grace N. Frantz

By: Cliff Rankin  
Name: Clifton S. Rankin  
Title: President / Vice President

Debra J. Roberson  
NOTARY PUBLIC  
Name: Debra J. Roberson  
Commission Expires: At Death  
Commission Number: 48897



**ACKNOWLEDGMENT BY THE SECRETARY / ASSISTANT SECRETARY  
OF THE ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
STONE & WEBSTER MANAGEMENT CONSULTANTS, INC.**

**UNITED STATES OF AMERICA**

**STATE OF LOUISIANA**

**PARISH OF EAST BATON ROUGE**

BE IT KNOWN, that on the 28<sup>th</sup> day of August, 2008, before me, the undersigned Notary Public, duly commissioned, qualified and sworn within and for the State and Parish aforesaid, personally came and appeared: Elizabeth Sherman Cox, Secretary / Assistant Secretary of Stone & Webster Management Consultants, Inc., to me known to be the identical person who executed the foregoing Articles of Amendment to the Articles of Incorporation of Stone & Webster Management Consultants, Inc. as the Secretary / Assistant Secretary, and who declared and acknowledged to me, Notary, in the presence of the undersigned competent witnesses that she executed the above and foregoing Articles of Amendment to the Articles of Incorporation of Stone & Webster Management Consultants, Inc. of her own free act and deed and for the uses, purposes and benefits therein expressed.

**WITNESSES:**

**ACKNOWLEDGED:**

Kerry David  
Name: KERRY DAVID

By: Elizabeth Sherman Cox  
Name: Elizabeth Sherman Cox  
Title: Secretary / Assistant Secretary

Grace N. Frantz  
Name: GRACE N. FRANTZ

Debra J. Roberson  
NOTARY PUBLIC  
Name: Debra J. Roberson  
Commission Expires: At Death  
Commission Number: 48897



Jay Dardenne  
Secretary of State



DOMESTIC CORPORATION  
ANNUAL REPORT

For Period Ending  
August 31, 2008



Mailing Address Only (INDICATE CHANGES TO THIS ADDRESS IN THIS BOX)

34982772 D  
SHAW CONSULTANTS, INC.  
C/O C T CORPORATION SYSTEM  
8550 UNITED PLAZA BLVD. 5615 Corporate Blvd. Ste 400B  
BATON ROUGE, LA 70809 70808

(INDICATE CHANGES TO THIS ADDRESS IN THIS BOX)

Registered Office Address in Louisiana  
(Do Not Use P O Box)  
C/O C T CORPORATION SYSTEM  
8550 UNITED PLAZA BLVD. 5615 Corporate Blvd. Ste 400B  
BATON ROUGE, LA 70809

Federal Tax ID Number

Issued Shares

Our records indicate the following registered agents for the corporation. Indicate any changes or deletions below. All agents must have a Louisiana address. Do not use a P. O. Box. A NEW REGISTERED AGENT REQUIRES A NOTARIZED SIGNATURE

C T CORPORATION SYSTEM  
5615 CORPORATE BLVD , STE 400B/BATON ROUGE, LA 70808

I hereby accept the appointment of registered agent(s).

Sworn to and subscribed before me on  
NOTARY NAME MUST BE TYPED OR PRINTED WITH NOTARY #

New Registered Agent Signature

Notary Signature

Date

This report reflects a maximum of three officers or directors from our records for the corporation. Indicate any changes or deletions below. Include a listing of all names along with each title held and their address. Do not use a P.O. Box. If additional space is needed, attach an addendum.

GARY P GRAPHIA VICE PRES/EXEC/DIR  
4171 ESSEN LANE/BATON ROUGE, LA 70809  
~~ROBERT L BELK~~ ~~EMER VP/TREAS/DIR~~  
4171 ESSEN LANE/BATON ROUGE, LA 70809  
ELIZABETH COX SECT  
4171 ESSEN LANE/BATON ROUGE, LA 70809

2008 SEP 10 PM 4:03  
STATE

Clifton S Rankin VP/SEC/DIR  
4171 Essen Lane Baton Rouge, LA 70809

SIGN	To be signed by an officer, director or agent	Title	Phone	Date
	<i>E Cox</i>	<i>Asst. Secretary</i>	<i>(225) 932-2500</i>	
	<i>4171 Essen Lane Baton Rouge, LA 70809</i>			

Enclose filing fee of \$ 25.00  
Make remittance payable to Secretary of State  
Do Not Send Cash  
Do Not Staple  
web site: www.sos.louisiana.gov

Return by: August 31, 2008  
to: Commercial Division  
P.O. Box 94125  
Baton Rouge, LA 70804-0125  
Phone (225) 828-4704

**DO NOT STAPLE**

CHECK IF NO CHANGE  
( )