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Florida Department of State  
Division of Corporations  
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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
WAI ASSOCIATES, INC.

Certificate of Status	0
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**STATE OF NEW YORK**  
**DEPARTMENT OF STATE**

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on June 30, 2011.

A handwritten signature in black ink, appearing to read "D. Shapiro".

Daniel E. Shapiro  
First Deputy Secretary of State

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CT-07

CERTIFICATE OF MERGER  
OF  
WEIDLINGER ASSOCIATES, INC.  
INTO  
WAI ASSOCIATES, INC.  
UNDER

SECTION 904 OF THE NEW YORK BUSINESS CORPORATION LAW

1. The names of the constituent corporations and the surviving corporation are as follows:

(a) The names of the constituent corporations are:

Weidlinger Associates, Inc.; fictitious name in New York as  
"Weidlinger Associates, Consulting Engineers, P.C."; and

WAI Associates, Inc.

(b) The name of the surviving corporation is:

WAI Associates, Inc., (originally, "Testing Laboratories of New York,  
Inc.")

2. The designation and number of outstanding shares of each class and series of each constituent corporation and the voting rights thereof are as follows:

<u>Name of Corporation</u>	<u>Designation and Number of Shares Outstanding</u>	<u>Shares Entitled to Vote</u>
Weidlinger Associates, Inc.	Common Stock 19,205 Shares	Common Stock 19,205 Shares
WAI Associates, Inc.	Common Stock 1,280,586 Shares	Common Stock 1,280,586 Shares

3. Each constituent corporation was incorporated in the state of its incorporation and authorized to do business in the State of New York through the filing of its certificate of incorporation or equivalent document in the applicable state and, in the case of Weidlinger Associates, Inc., through the filing of its authority to do business in the State of New York as follows:

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<u>Name of Corporation</u>	<u>State of Incorporation</u>	<u>Date of Incorporation</u>	<u>Date Authorized to Do Business in New York</u>
Weidinger Associates, Inc. fictitious name in New York as "Weidinger Associates, Consulting Engineers, P.C."	Massachusetts	October 29, 1982	February 17, 1993
WAI Associates, Inc.	New York	August 17, 1920	

4. The merger was authorized by each constituent corporation through the unanimous written consents of its shareholders and board of directors to the adoption of the plan and agreement of merger between the constituent corporations.
5. The merger shall be effective as of July 1, 2011.
6. The certificate of incorporation of the surviving corporation shall be amended effective upon the merger to change the name of the surviving corporation to Weidinger Associates, Inc. and to decrease the total number of shares of stock which the surviving corporation shall have authority to issue from five million (5,000,000) common shares, \$0.01 par value per share, to five hundred thousand (500,000) common shares, \$0.01 par value per share, as follows:
- (a) Article 1 of the certificate of incorporation shall be amended and replaced in its entirety with the following:
- First: The name of the corporation is Weidinger Associates, Inc. (hereinafter referred to as the "Corporation").
- (b) Article 3 of the certificate of incorporation shall be amended and replaced in its entirety with the following:
- Third: The total number of shares of stock which the Corporation shall have authority to issue is five hundred thousand (500,000) common shares, \$0.01 par value per share."
7. The amendments to the certificate of incorporation of the surviving corporation provided for in Article 6 above were authorized by the unanimous written consents of its shareholder and board of directors.

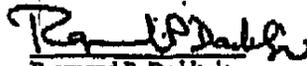
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IN WITNESS WHEREOF, the undersigned constituent corporations have subscribed this certificate of merger on the date set forth below and hereby affirm, under the penalties of perjury, that the statements contained herein have been examined by the undersigned and are true and correct.

Date: June 29, 2011

WEIDLINGER ASSOCIATES, INC.,  
a Massachusetts corporation



Raymond P. Daddazio  
President and Chief Executive Officer

WAI ASSOCIATES, INC.,  
a New York corporation



Raymond P. Daddazio  
President and Chief Executive Officer

*(Signature Page to Certificate of Merger)*

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OFFICE OF COUNSEL

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STATS OF NEW YORK  
THE STATE EDUCATION DEPARTMENT  
Albany, New York

CONSENT TO FILING WITH THE DEPARTMENT OF STATE  
(Consolidation or Merger)

Consent is hereby given to the filing of the annexed  
**Merger**

(contents of consolidation or certificate of merger)

of Weldinger Associates, Inc. and WAI Associates, Inc.

(name of each constituent entity that is being consolidated or merged)

into WAI Associates, Inc.

(name of consolidated or merged entity)

pursuant to the applicable provisions of the Education Law, the Not-for-Profit Corporation Law, the Business Corporation Law, the Limited Liability Company Law or any other applicable statute.

This consent is issued solely for purposes of filing the annexed document by the Department of State and shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such entity, nor shall it be construed as giving the officers or agents of such entity the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

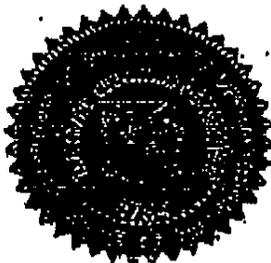
IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed.

JOHN B. KING, JR.  
Acting Commissioner of Education

By: Kathleen Marinelli  
Kathleen Marinelli

Commissioner's authorized designee

Date: 6/24/11



THIS DOCUMENT IS NOT VALID WITHOUT THE SIGNATURE OF THE COMMISSIONER'S AUTHORIZED DESIGNEE AND THE OFFICIAL SEAL OF THE STATE EDUCATION DEPARTMENT.

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OFFICE OF COUNSEL

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STATE OF NEW YORK  
THE STATE EDUCATION DEPARTMENT  
Albany, New York

CONSENT TO FILING WITH THE DEPARTMENT OF STATE  
(Certificate of Amendment with Name Change)

Consent is hereby given to the filing by

WAI Associates, Inc.

[name of entity]

of the enclosed certificate of amendment, including a change of name to

Weidinger Associates, Inc.

[new name]

pursuant to the applicable provisions of the Education Law, the Not-for-Profit Corporation Law, the Business Corporation Law, the Limited Liability Company Law or any other applicable statute.

This consent is issued solely for purpose of filing the annexed document by the Department of State and shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such entity, nor shall it be construed as giving the officers or agents of such entity the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

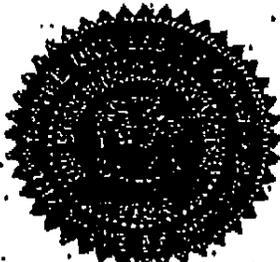
IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed.

JOHN H. KING, JR.  
Acting Commissioner of Education

By: Kathleen Martelli  
Kathleen Martelli

Commissioner's authorized designee

6/27/11  
Date



THIS DOCUMENT IS NOT VALID WITHOUT THE SIGNATURE OF THE  
COMMISSIONER'S AUTHORIZED DESIGNER AND THE OFFICIAL SEAL OF THE  
STATE EDUCATION DEPARTMENT.

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CERTIFICATE OF MERGER

Of

Weidlinger Associates, Inc.

into

WAI Associates, Inc.

Under

Section 904 of the New York Business Corporation Law

Filed by:

Arent Fox LLP, Attorneys at Law  
1875 Broadway  
New York, New York 10019

NYSD-001410734000000

2011 JUN 30 AM 9:53

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED JUN 30 2011

TAX S.

BY:

DRAWDOWN

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