

F95000006021

Brenda Pries

Requestor's Name

WILLIAMS GROUP INTERNATIONAL, I
2076 WEST PARK PLACE
STONE MOUNTAIN GA 30087
(770)879-4000

City/State/Zip

Phone #

400002858824--8
-04/30/99--01108--001
*****70.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
99 JUN 11 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/C

Examiner's Initials	
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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)

F95000006021

1. Williams Engineering, Inc. d/b/a WILLIAMS ENGINEERING, INC. OF GEORGIA
Name of corporation as it appears on the records of the Department of State.

2. Georgia Incorporated under laws of
3. 12/11/95 Date authorized to do business in Florida

FILED
99 JUN 11 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

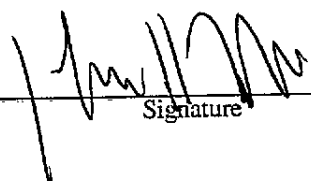
SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 03/31/99

5. Williams Environmental Services, 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.

6. If the amendment changes the period of duration, indicate new period of duration.
N/A _____
New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A _____
New Jurisdiction


Signature
Z. Lowell Taylor
Typed or printed name

4/29/99
Date
President
Title

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

FILED
99 JUN 11 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned Z. Lowell Taylor, do hereby certify
(Name)

that this Resolution of the Board of Directors of Williams Environmental Services, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Georgia,

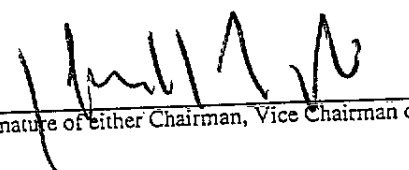
was duly adopted on April 29, 19 99.

Be it resolved, that Williams Environmental Services, Inc.,
(Corporate Name)

organized and existing in the State of Georgia, hereby adopts the name

Williams Environmental Services, Inc. of Georgia for use in Florida.

Dated: 4/29/99


Signature of either Chairman, Vice Chairman or any officer

Z. Lowell Taylor, Director

Type or print name

Secretary of State

Corporations Division

315 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : K90961199
CONTROL NUMBER : K529865
DATE INC/AUTH/FILED: 10/02/1995
JURISDICTION : GEORGIA
PRINT DATE : 04/06/1999
FORM NUMBER : 215

WILLIAMS GROUP INTERNATIONAL
BRENDA PRIES
2076 W. PARK PLACE
STONE MOUNTAIN GA 30087

FILED
99 JUN 11 AM 11:12
SECRETARY OF STATE
WILLIAMS ENVIRONMENTAL SERVICES, INC.


CERTIFIED COPY

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

**WILLIAMS ENVIRONMENTAL SERVICES, INC.
A DOMESTIC PROFIT CORPORATION**

Said entity was formed in the jurisdiction set forth above and has filed in the office of the Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



CATHY COX
SECRETARY OF STATE



Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : K90900109
CONTROL NUMBER: K529865
EFFECTIVE DATE: 03/31/1999
REFERENCE : 0045
PRINT DATE : 03/31/1999
FORM NUMBER : 412

CT CORPORATION SYSTEM
RACHEL LITTLE
1201 PEACHTREE ST.
ATLANTA, GA 30361

CERTIFICATE OF MERGER AND NAME CHANGE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:

WILLIAMS ENGINEERING, INC., a Georgia corporation

Changing its name to:

WILLIAMS ENVIRONMENTAL SERVICES, INC.

Nonsurviving Entity/Entities:

WILLIAMS ENVIRONMENTAL SERVICES, INC., an Alabama corporation



Cathy Cox
Secretary of State

K90900109

ARTICLES OF MERGER

OF

K90900109

WILLIAMS ENVIRONMENTAL SERVICES, INC., an Alabama corporation,

K324287

WITH AND INTO

WILLIAMS ENGINEERING, INC., a Georgia corporation.

K529865

I.

A copy of the Plan of Merger (the "Plan of Merger") between Williams Environmental Services, Inc. ("WESI") and Williams Engineering, Inc. ("WEI"), pursuant to which WESI is to be merged into WEI is attached hereto as Exhibit "A."

II.

Under the Plan of Merger, Williams Engineering, Inc. shall be the surviving corporation of the merger of WESI with and into WEI (the "Merger").

III.

The Plan of Merger was approved and adopted by the written consent of the sole shareholder of WESI in accordance with the Alabama Business Corporation Act.

IV.

The Plan of Merger was approved and adopted by the written consent of the sole shareholder of WEI in accordance with the Georgia Business Corporation Code.

V.

The Merger shall be effective upon the filing of these Articles of Merger with the Secretary of State of Georgia.

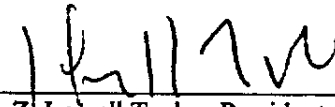
VI.

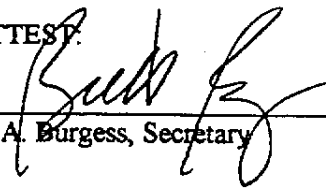
The Articles of Incorporation of WESI are filed in Lee County, Alabama.

IN WITNESS WHEREOF, these Articles of Merger have been executed by the duly authorized officers of WESI and WEI as of this 31st day of March, 1999 which shall be the effective date.

WILLIAMS ENVIRONMENTAL SERVICES, INC.


[Corporate Seal]

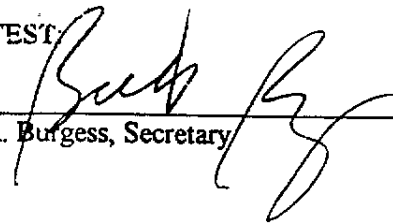
By: 
Z. Lowell Taylor, President

ATTEST: 
B. A. Burgess, Secretary

WILLIAMS ENGINEERING, INC.

[Corporate Seal]

By: 
Z. Lowell Taylor, President

ATTEST: 
B. A. Burgess, Secretary

SECRETARY OF STATE
MAR 30 3 26 PM '99

PLAN OF MERGER
OF
WILLIAMS ENVIRONMENTAL SERVICES, INC.
WITH AND INTO
WILLIAMS ENGINEERING, INC.

CONSTITUENT CORPORATIONS

The name of each constituent corporation is as follows:

Williams Environmental Services, Inc., an Alabama corporation; and,
Williams Engineering, Inc., a Georgia corporation.

MERGER

Pursuant to § 14-2-1101, et seq., of the Georgia Business Corporation Code and § 10-2B-11.01, et seq., of the Alabama Business Corporation Act, Williams Environmental Services, Inc., an Alabama corporation, shall be merged with and into Williams Engineering, Inc., a Georgia corporation (the "Merger").

SURVIVING CORPORATION

Williams Engineering, Inc. shall be the surviving corporation of the Merger. The registered office of the surviving corporation shall be 2076 West Park Place, Stone Mountain, Georgia 30087.

ARTICLES OF INCORPORATION, AS AMENDED, AND BY-LAWS

The Articles of Incorporation and the Bylaws of Williams Engineering, Inc. in effect immediately prior to the Merger, shall be amended to change the name of the corporation to "Williams Environmental Services, Inc." and shall continue to be the Articles of Incorporation and Bylaws of the surviving corporation after the Merger, until further amended in the manner provided by the Georgia Business Corporation Code.

OUTSTANDING SHARES

As to each constituent corporation, the designation and the number of outstanding shares of each class and series and the voting rights thereof are as follows:

<u>Name</u>	<u>Designation</u>	<u>Number</u>	<u>Series</u>
Williams Environmental Services, Inc.	Common	974	Class A
Williams Environmental Services, Inc.	Common	100,000	Class B
Williams Engineering, Inc.	Common	1,000	--

Williams Group International, Inc. owns all of the outstanding stock of Williams Environmental Services, Inc. Williams Environmental Services, Inc. owns all of the outstanding stock of Williams Engineering, Inc.

MANIPULATION AND BASIS OF CONVERTING SHARES

Upon the effectiveness of the Merger, the 974 shares of Class A common stock and the 100,000 shares of Class B common stock of Williams Environmental Services, Inc. outstanding immediately prior to such effectiveness shall by virtue of the Merger and without any action on the part of the holder thereof thereupon be cancelled.

The Merger shall have no effect on the 1,000 shares of capital stock of Williams Engineering, Inc. outstanding immediately prior to such effectiveness; and such shares of capital stock of Williams Engineering, Inc. outstanding immediately prior to the effectiveness of the Merger shall remain outstanding and unchanged as a result of the Merger.

EFFECT OF MERGER

Upon the effectiveness of the Merger, the separate existence of Williams Environmental Services, Inc. shall cease, and Williams Engineering, Inc. shall without any further action possess all of the rights, privileges, powers, immunities, and franchises, of a public as well as of a private nature, of each of the constituent corporations. All property, real, personal, and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and each and every other interest of or belonging to or due to each of the constituent corporations so merged shall be transferred to and vested in Williams Engineering, Inc. without further act or deed. The title to any real estate, or any interest therein, vested in any of such constituent

corporations shall not revert or be in any way impaired by reason of the Merger. After the Merger, Williams Engineering, Inc. shall be responsible and liable for all of the duties, liabilities and obligations of each of the constituent corporations so merged. Any claim existing or action or proceeding pending by or against any of such constituent corporations may be prosecuted as if the Merger had not taken place, or Williams Engineering, Inc. may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of such constituent corporations shall be impaired by the Merger.

EFFECTIVE DATE AND ABANDONMENT OF MERGER

The Merger shall become effective upon the date of delivery to the Secretary of State of the Articles of Merger. Notwithstanding any other provision hereof, this Plan of Merger and the Merger contemplated hereby may, at any time prior to the issuance of the Certificate of Merger by the Secretary of State, be terminated and abandoned pursuant to action taken by the Boards of Directors of Williams Environmental Services, Inc. and Williams Engineering, Inc.

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr., Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 980930214
CONTROL NUMBER: 9529865
EFFECTIVE DATE: 04/01/1998
REFERENCE : 0045
PRINT DATE : 04/03/1998
FORM NUMBER : 411

IVOR J. LONGO
WILLIAMS GROUP INTERNATIONAL, INC.
P. O. BOX 105106
ATLANTA GA 30348

CERTIFICATE OF MERGER

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:

WILLIAMS ENGINEERING, INC., A GEORGIA CORPORATION

Nonsurviving Entity/Entities:

BENCHMARK ENGINEERING, INC. (ALABAMA), AN ALABAMA CORPORATION



Lewis A. Massey

LEWIS A. MASSEY
SECRETARY OF STATE

980930214

9529865

7216599

**ARTICLES OF MERGER OF
WILLIAMS ENGINEERING, INC.
AND
BENCHMARK ENGINEERING, INC.**

1.

The Agreement and Plan of Merger ("Plan") attached hereto as Exhibit 1 and incorporated by reference herein was duly recommended by the Board of Directors and approved by the shareholders of both Williams Engineering, Inc., a Georgia corporation, and Benchmark Engineering, Inc., an Alabama corporation, whose Articles of Incorporation are filed in Lee County, Alabama.

2.

With respect to Williams Engineering, Inc., there are 1,000 outstanding shares of common stock, each share of which was entitled to be cast with respect to the Plan. All 1,000 shares voted for the Plan with no shares voting against the Plan.

3.

With respect to Benchmark Engineering, Inc., there are 940 outstanding shares of Class A common stock and 100,000 shares of Class B common stock, each share of which was entitled to be cast with respect to the Plan. All 100,940 shares voted for the Plan with no shares voting against the Plan.

4.

Pursuant to the Plan, the surviving corporation is Williams Engineering, Inc.

5.

Pursuant to the Plan, the merger shall be effective as of the 1st day of April, 1998.

6.

The undersigned officer of Williams Engineering, Inc., hereby certifies that the request for publication of a notice of the filing of Article of Merger has been made together with the required payment as required by Section 14-2-1105.1 of the Georgia Business Corporation Code.

WILLIAMS ENGINEERING, INC.

**BENCHMARK ENGINEERING,
INC.**

By: [Signature]
Z. Lowell Taylor, President

By: [Signature]
Z. Lowell Taylor, President

Attest: [Signature]
Brett A. Burgess, Secretary

Attest: [Signature]
Brett A. Burgess, Secretary

SECRETARY OF STATE

Mar 10 3 38 PM '98

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT OF MERGER ("Agreement") is made and entered into the 12th day of March, 1998, by and between Williams Engineering, Inc. ("Surviving Corporation"), a Georgia corporation and Benchmark Engineering, Inc. ("Disappearing Corporation"), an Alabama corporation.

Recitals

WHEREAS, the respective Boards of Directors of the parties deem it advisable that the Disappearing Corporation be merged into the Surviving Corporation in the manner provided, and subject to the terms and conditions, herein.

Agreement

NOW THEREFORE, in consideration of the mutual promises, representations and warranties contained herein and other valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties do hereby agree as follows:

1. Agreement to Merge. The parties hereby agree that the Disappearing Corporation shall be merged into the Surviving Corporation.
2. Name of the Merged Corporation. The name of the Surviving Corporation shall remain the same.
3. Mode of Effecting Merger. Each share of common stock of the Disappearing Corporation outstanding immediately prior to the effective date of the merger shall be canceled immediately upon the effective date of the merger and shall not be converted or exchanged in any manner. The shares of stock in the Surviving Corporation shall remain unchanged.
4. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall continue to be the Articles of the Surviving Corporation.
5. Bylaws. The Bylaws of the Surviving Corporation shall continue to be the Bylaws of the Surviving Corporation.

6. Effective Date of Agreement. This Agreement shall become effective on the later of: (a) the 1st day of April, 1998; or (b) the date of filing of the appropriate articles in the manner provided by law.

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement, under seal, as of the day and year first above written.

WILLIAMS ENGINEERING, INC.

By: [Signature]
Z. Lowell Taylor, President

Attest: [Signature]
Brett A. Burgess, Secretary

BENCHMARK ENGINEERING, INC.

By: [Signature]
Z. Lowell Taylor, President

Attest: [Signature]
Brett A. Burgess, Secretary

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SECRETARY OF STATE
MAY 24 10 33 AM '98
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