

Sent by: GREENBERG TRAUIG
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Florida Department of State
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Account Number : 103731001374
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EFFECTIVE DATE
6-29-02

MERGER OR SHARE EXCHANGE

ARDAMAN & ASSOCIATES, INC.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

AAI ACQUISITION CORPORATION, a Florida corporation, P02000066075

INTO

ARDAMAN & ASSOCIATES, INC., a Florida entity, L40551

File date: June 28, 2002, effective June 29, 2002

Corporate Specialist: Darlene Connell

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ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

Name
Ardaman & Associates, Inc.

Jurisdiction
Florida

EFFECTIVE DATE
6-29-02

Second: The name and jurisdiction of the merging corporation:

Name
AAI Acquisition Corporation

Jurisdiction
Florida

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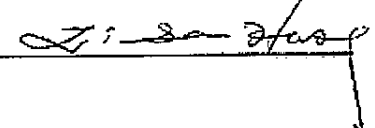
Third: The Plan of Merger is attached.

Fourth: The merger shall become effective at 12:01 a.m. EDT of the day following the date the Articles of Merger are filed with the Florida Department of State.

Fifth: The Plan of Merger was adopted by the shareholders of the surviving corporation on June 24, 2002.

Sixth: The Plan of Merger was adopted by the sole shareholder of the merging corporation on June 24, 2002.

Seventh: **SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature</u>	<u>Name of Individual & Title</u>
Ardaman & Associates, Inc.		Anwar B. Z. Wissa, President
AAI Acquisition Corporation		Li-San Hwang, President

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PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Ardaman & Associates, Inc.	Florida

Second: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
AAI Acquisition Corporation	Florida

Third: The terms and conditions of the merger are as follows:

AAI Acquisition Corporation, the merging corporation ("Acquisition"), is a wholly-owned subsidiary of Tetra Tech, Inc., a Delaware corporation ("Tetra Tech"). Effective at 12:01 a.m. EDT of the day following the date of filing of the Articles of Merger, AAI will be merged with and into Ardaman & Associates, Inc. ("Ardaman"), and Ardaman will become a wholly-owned subsidiary of Tetra Tech.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

On the date of filing of the Articles of Merger, the outstanding shares of stock of Ardaman shall be converted into the right to receive an aggregate of \$ 21,900,000 in cash from Tetra Tech.

Amended and Restated Articles of Incorporation are attached.

Other provisions relating to the merger are as follows:

On the date of filing of the Articles of Merger, the title to all real estate and other property and property interests, tangible and intangible, owned by the acquired corporation shall become vested in the surviving corporation without reversion or impairment.

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ARDAMAN & ASSOCIATES, INC.

Pursuant to the provisions of section 607.1007, Florida Statutes, this Florida profit corporation adopts the following amended and restated articles of incorporation:

ARTICLE I. NAME

The name of the corporation shall be ARDAMAN & ASSOCIATES, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Three Hundred Fifty Thousand (350,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 14 East Washington Street, Suite 600, Orlando, Florida 32801-2156, and the name of the initial registered agent of the corporation at that address is M. W. Wells, Jr.

ARTICLE V. INCORPORATOR

The name and street address of the incorporator is: M. W. Wells, Jr., 1792 Turnberry Terrace, Orlando Florida 32804.

ARTICLE VI. INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the laws of Florida including, but not limited to, Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of the Corporation.

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