

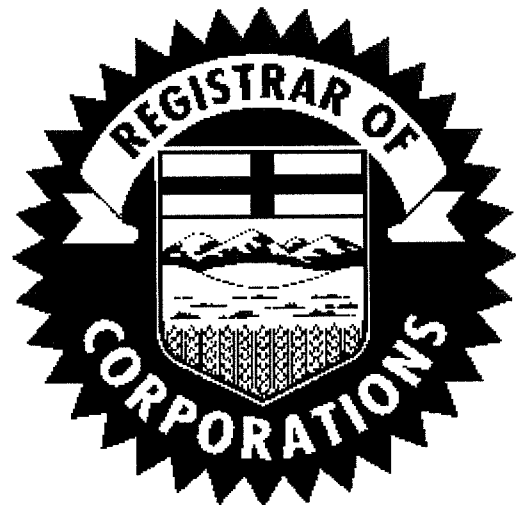
CORPORATE ACCESS NUMBER: 2014777839



BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

**WORLEYPARSONS CANADA SERVICES LTD.
IS THE RESULT OF AN AMALGAMATION FILED ON 2009/07/01.**



**Articles of Amalgamation
For
WORLEYPARSONS CANADA SERVICES LTD.**

Share Structure:	UNLIMITED NUMBER OF COMMON SHARES WITHOUT NOMINAL OR PAR VALUE
Share Transfers Restrictions:	SEE SCHEDULE
Number of Directors:	
Min Number of Directors:	2
Max Number of Directors:	12
Business Restricted To:	NONE
Business Restricted From:	NONE
Other Provisions:	SEE SCHEDULE

**Registration Authorized By: FRANK W.B. MORISON
SECRETARY**

SCHEDULE TO THE ARTICLES OF AMALGAMATION

WORLEYPARSONS CANADA SERVICES LTD.

Restrictions on share transfers:

The shares of the Corporation shall not be transferred without the approval of the board of directors or of the holder or holders of more than 50% of the voting shares of the Corporation, to be evidenced in either case by a resolution of such directors or shareholders.

SCHEDULE TO THE ARTICLES OF AMALGAMATION

WORLEYPARSONS CANADA SERVICES LTD.

Other rules or provisions:

- (a) In addition to the restrictions on transfers of shares provided for in the articles, the securities of the Corporation, other than shares and non-convertible debt securities, shall not be transferred without the approval of the board of directors or of the holder or holders of more than 50% of the voting shares of the Corporation, to be evidenced in either case by a resolution of such directors or shareholders.
- (b) The directors may appoint from time to time one or more directors within the limits provided in the Business Corporations Act (Alberta).
- (c) Meetings of the shareholders may be held outside Alberta.