

07-09-2003

7-7-03



FORM PTO-1595  
(Rev. 10/02)  
OMB No. 0651-0027 (exp. 6/30/2005)

102491720  
**PATENTS ONLY**

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
DEMIL INTERNATIONAL, INC.  
  
Additional name(s) of conveying party(ies) attached?  
 No  Yes

2. Name and address of receiving party(ies):  
Name: DEMIL INTERNATIONAL, INC.  
  
Internal Address: \_\_\_\_\_

3. Nature of Conveyance  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other: Acquisition  
Execution Date(s): 07/10/02

Street Address: 9191 S. Jamaica Street  
  
City: Englewood State: CO Zip: 80112  
Country: USA  
Additional name(s) & address(es) attached?  Yes  No

4. Application Number(s) or patent number(s):  
  
If this document is being filed together with a new application, the execution date of the application is:  
  
A. Patent Application No.(s)  
09/191,045

B. Patent No.(s)  
  
Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
  
Name: Michael A. DeSanctis  
Internal Address: \_\_\_\_\_  
Street Address: 2500 Republic Plaza,  
370 Seventeenth Street  
City: Denver State: CO Zip: 80202-4004

6. Total number of applications and patents involved: 1  
  
7. Total Fee (37 CFR 3.41)....\$40.00  
 Enclosed  
 Authorized to be charged to deposit account  
  
8. Deposit Account Number:  
06-0029  
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.  
*To the best of my knowledge and belief, the foregoing is true and correct and any attached copy is a true copy of the original document.*

Michael A. DeSanctis Reg. No. 39,957  
Name of Person Signing

Signature

6/27/03  
Date

Total number of pages including cover sheet, attachments, and document: 7

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignments  
Washington, D.C. 20231

07/08/2003 LMUELLER 00000137 09191045

01 FC:8021 40.00 DP

Atty. Docket No.: 54877-27763  
Application No.: 09/191,045

**PATENT**  
**REEL: 014236 FRAME: 0858**

AUG 08 2002

IN THE OFFICE OF  
*Dean Heller*  
DEAN HELLER, SECRETARY OF STATE**Articles of Merger**

Pursuant to the provisions of NRS 92A.200, DeMil International, Inc., a Nevada corporation ("DeMil"), sets forth the following:

1. **Merger Entities.** The merging entity is DeMil Merger Sub, Inc., a Nevada corporation ("Merger Sub"). The surviving entity is DeMil.

2. **Adoption of Plan.** A plan of merger, (the "Plan") has been adopted by the board of directors of (i) DeMil by a unanimous written consent dated as of August 1, 2002 and (ii) Merger Sub by a unanimous written consent dated as of August 1, 2002.

3. **Approval of Plan.**

(a) The Plan was submitted to the stockholders of DeMil entitled to vote at a special stockholder meeting held on July 17, 2002, 94.9% of the DeMil stockholders voted in favor of the Plan, and the vote was sufficient for approval by the DeMil stockholders.

(b) The Plan was approved by the sole stockholder of Merger Sub by a written consent dated as of August 1, 2002.

4. **Amendments to Articles of Incorporation.** The articles of incorporation of DeMil are amended as follows:

(a) Article Three is amended to read as follows:

The purpose for which Demil is organized is to engage in any lawful act or activity for which the corporation may be organized under chapter 78 of the Nevada Revised Statutes and to possess and exercise all of the powers and privileges granted by such law and any other law of the State of Nevada.

(b) Article Four is amended to read as follows:

The aggregate number of shares of common stock that DeMil shall have the authority to issue is 100, without par value.

(c) Article Nine is amended to read as follows:

The name and address of the registered agent is The Corporation Trust Company of Nevada, 6100 Neil Road, Suite 500, Reno, Nevada 89511.

- (d) Article Ten is deleted in its entirety.
- (e) Article Eleven is deleted in its entirety.

The stockholders of DeMil approved the foregoing amendments to the articles of incorporation by written consent dated as of August 1, 2002.

5. Plan of Merger. The complete executed Plan is on file at the principal office of DeMil, 6060 S. Willow Drive, Greenwood Village, Colorado 80111.

6. Plan Copy. A copy of the Plan shall be furnished by DeMil, on request and without cost, to any stockholder of any corporation which is a party to the merger.

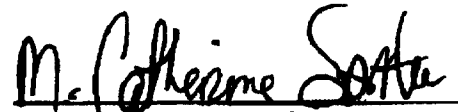
7. Effective Date. The merger shall take effect upon the filing of these articles, or on August 1, 2002, whichever is the later date.

Dated as of August 6, 2002.

DeMil International, Inc.

  
 Mark S. Morris, President

DeMil Merger Sub, Inc.

  
 M. Catherine Santee, Secretary

**MINUTES OF SPECIAL MEETING OF SHAREHOLDERS**  
**OF DEMIL INTERNATIONAL, INC.**  
**JULY 17, 2002**

A special meeting of shareholders of DeMil International, Inc., a Nevada corporation, was held pursuant to written notice given on July 5, 2002 at the offices of Hartweg, Turner, Wood & Simkins, P.C., located at 207 West Jefferson, Suite 400, Bloomington, Illinois on July 17, 2002 at 9:00 a.m.

The meeting was called to order by the President of the Corporation, Andrew J. Lowery, III. Also present personally was Michael Frakes, Secretary of the Corporation, and Darrell L. Hartweg, counsel for the Corporation. Present by proxy were John L. Donovan and Stanley Fineberg.

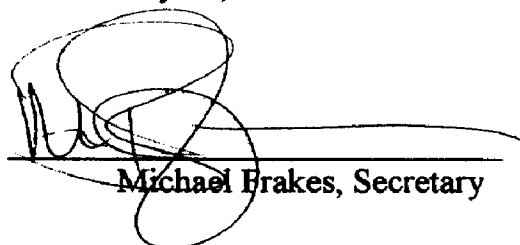
President Lowery announced that the purpose of the special meeting, as specified in the notice of the special meeting, was to consider the acquisition of the Corporation by CH2M Hill Constructors, Inc., a Delaware corporation, through the merger of DeMil Merger Sub, Inc., a Nevada corporation and wholly-owned subsidiary of CH2M Hill Constructors, Inc., with and into the Corporation as well as to consider other agreements and transactions contemplated by an Agreement and Plan of Merger and Shareholder Property Transfer Agreement. President Lowery presented the following resolution to be acted upon by the Shareholders:

BE IT RESOLVED, that the Shareholders of DeMil International, Inc., a Nevada Corporation ("Corporation") hereby approve the acquisition of the Corporation by CH2M Hill Constructors, Inc., a Delaware corporation, ("CH2M HILL"), through the merger of DeMil Merger Sub, Inc., a Nevada corporation and wholly-owned subsidiary of CH2M HILL with and into the Corporation, and the other agreements and transactions contemplated by the Agreement and Plan of Merger and Shareholder Property Transfer Agreement as previously described in the Proxy Statement dated July 5, 2002.

President Lowery called for a vote upon the foregoing resolution. A total of 427,001,000 shares of the common stock of the Corporation, either voting personally or by proxy, voted in favor of the resolution out of a total of 449,947,844 shares of stock outstanding. The resolution passed.

There being no further business to be considered pursuant to the call of the special meeting, the meeting was adjourned by President Lowery at 9:30 a.m.

Dated: July 17, 2002

  
Michael Frakes, Secretary

**RESOLUTION OF CH2M HILL CONSTRUCTORS, INC.**

The undersigned, being the President of CH2M HILL Constructors, Inc., a Delaware corporation, does hereby consent to, approve, and adopt the following Resolution to be effective the 1<sup>st</sup> day of ~~July~~, 2002.

*August*

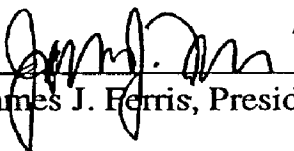
**WHEREAS**, on May 9, 2002 the Board of Directors of CH2M HILL Companies, Ltd. was fully briefed on the DeMil International, Inc. acquisition and thereby delegated authority to the Executive Committee to finalize the DeMil International, Inc. acquisition under the parameters discussed.

**WHEREAS**, the Executive Committee has finalized and approved the DeMil International, Inc. acquisition.

**NOW THEREFORE BE IT RESOLVED** that the Agreement and Plan of Merger and Shareholder Property Transfer Agreement by and between CH2M HILL Constructors, Inc., DeMil Merger Sub, Inc., and DeMil International, Inc., is hereby adopted.

Dated this 1<sup>st</sup> day of ~~July~~, 2002.

*August*

  
\_\_\_\_\_  
James J. Ferris, President

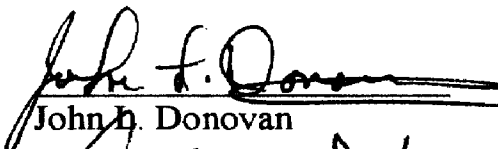
DeMil International, Inc.  
Action By Unanimous Written Consent of Directors


Pursuant to NRS 78.315, the undersigned, being all the directors of DeMil International, Inc. a Nevada corporation (the "Corporation"), take and adopt the following actions in writing without a meeting.

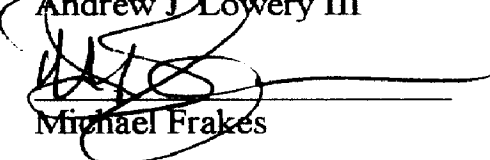
1. Acquisition. Approve the acquisition of the Corporation by CH2M Hill Constructors, Inc., a Delaware corporation ("CH2M Hill"), such acquisition to be effected through the merger of the Corporation with DeMil Merger Sub, Inc., a Nevada corporation and wholly-owned subsidiary of CH2M Hill, with the Corporation being the surviving entity.
2. Plan of Merger. Adopt the plan of merger (the "Plan") as described in that certain agreement and plan of merger and shareholder property transfer agreement between the Corporation and CH2M Hill (the "Agreement"), a copy of which is attached, and approve all transactions contemplated by the Agreement.
3. Stockholder Approval. Recommend the Plan to the stockholders and authorize the secretary of the Corporation to (i) schedule a special meeting for July 17, 2002 to consider the Plan and (ii) prepare and mail a notice, proxy statement and proxy to each stockholder informing the stockholders of the special meeting to consider the merger in accordance with the bylaws, articles and all applicable provisions of the Nevada Revised Statutes.

4. Authorization. After stockholder approval, authorize the execution of (i) the Agreement, (ii) articles of merger and (iii) any other documents or agreements which such officers deem necessary or appropriate to effect the Plan.

Dated as of July 10, 2002.

  
John D. Donovan

  
Andrew J. Lowery III

  
Michael Frakes

### FEE TRANSMITTAL FOR FY 2003

TOTAL AMOUNT OF PAYMENT (\$) **\$40.00**

**Complete if Known:**

Application No. 09/191,045  
 Filing Date November 12, 1998  
 First Named Inventor John L. Donovan  
 Group Art Unit \_\_\_\_\_  
 Examiner Name \_\_\_\_\_  
 Attorney Docket No. 54877-277763

**METHOD OF PAYMENT (check one)**

1. [ **X** ] The Commissioner is hereby authorized to credit any over payments to:  
         Deposit Account Number 06-0029  
         Deposit Account Name \_\_\_\_\_  
     [ **X** ] Charge Any Additional Fee Required Under 37 CFR 1.16 and 1.17  
     [     ] Applicant claims small entity status. See 37 CFR 1.27

2. **XX** Payment Enclosed: \_\_\_\_\_ Check  
   \_\_\_\_\_ Money Order  
   **XX** Other (Credit Card Form)

**FEE CALCULATION**

**1. BASIC FILING FEE**

<u>Large Entity</u>		<u>Small Entity</u>		<u>Fee Description</u>	<u>Fee Paid</u>
Code	Fee (\$)	Code	Fee (\$)		
1001	750	2001	375	Utility application filing fee	_____
1002	330	2002	165	Design application filing fee	_____
1003	520	2003	260	Plant filing fee	_____
1004	750	2004	375	Reissue filing fee	_____
1005	160	2005	80	Provisional application filing fee	_____
SUBTOTAL (1) \$					_____

**2. EXTRA CLAIM FEES**

	<u>Extra Claims</u>	<u>Fee from below</u>	<u>Fee Paid</u>
Total Claims <u>0</u>	- 20** = <u>0</u>	X _____ =	_____
Independent Claims <u>0</u>	- 3** = <u>0</u>	X _____ =	_____
Multiple Dependent		_____ =	_____

\*\*Or number previously paid, if greater; For Reissues, see below.

<u>Large Entity</u>		<u>Small Entity</u>		<u>Fee Description</u>
Code	Fee (\$)	Code	Fee (\$)	
1202	18	2202	9	Claims in excess of 20
1201	84	2201	42	Independent claims in excess of 3
1203	280	2203	140	Multiple dependent claim, if not paid
1204	84	2204	42	**Reissue independent claims over original patent
1205	18	2205	9	**Reissue claims in excess of 20 and over original patent

SUBTOTAL (2) \$ 0.00



**FEE CALCULATION (continued)**

**3. ADDITIONAL FEES**

<u>Large Entity</u>		<u>Small Entity</u>		<u>Fee Description</u>	<u>Fee Paid</u>
<u>Fee Code</u>	<u>Fee (\$)</u>	<u>Fee Code</u>	<u>Fee (\$)</u>		
1051	130	2051	65	Surcharge - late filing fee or oath	_____
1052	50	2052	25	Surcharge - late provisional filing fee or cover sheet	_____
1053	130	1053	130	Non-English specification	_____
1812	2,520	1812	2,520	For filing a request for ex part reexamination	_____
1813	8,800	1813	8,800	Request for inter parties reexamination	_____
1804	920*	1804	920*	Requesting publication of SIR prior to Examiner action	_____
1805	1,840*	1805	1,840*	Requesting publication of SIR after Examiner action	_____
1251	110	2251	55	Extension for reply within first month	_____
1252	410	2252	205	Extension for reply within second month	_____
1253	930	2253	465	Extension for reply within third month	_____
1254	1,450	2254	725	Extension for reply within fourth month	_____
1255	1,970	2255	985	Extension for reply within fifth month	_____
1401	320	2401	160	Notice of Appeal	_____
1402	320	2402	160	Filing a brief in support of an appeal	_____
1403	280	2403	140	Request for oral hearing	_____
1451	1,510	1451	1,510	Petition to institute a public use proceeding	_____
1452	110	2452	55	Petition to revive - unavoidable	_____
1453	1,300	2453	650	Petition to revive - unintentional	_____
1501	1,300	2501	650	Utility issue fee (or reissue)	_____
1502	470	2502	235	Design issue fee	_____
1503	630	2503	315	Plant issue fee	_____
1460	130	1460	130	Petitions to the Commissioner	_____
1807	50	1807	50	Processing fee under 37 CFR 1.17(q)	_____
1806	180	1806	180	Submission of Information Disclosure Stmt	_____
8021	40	8021	40	Recording each patent assignment per property (times number of properties)	<u>40.00</u>
1809	750	2809	375	For filing a submission after final rejection (see 37 CFR 1.129(a))	_____
1814	110	2814	55	Statutory Disclaimer	_____
1810	750	2810	375	For each additional invention to be examined (see 37 CFR 1.129(b))	_____
1801	750	2801	375	Request for Continued Examination (RCE)	_____
1802	900	1802	900	Request for expedited examination of a design application	_____
1504	300	1504	300	Publication fee for early, voluntary, or normal pub.	_____
1505	300	1505	300	Publication fee for republication	_____
1803	130	1803	130	Request for voluntary publication or republication	_____
1808	130	1808	130	Processing fee under 37 CFR 1.17(i) (except provisionals)	_____
1454	1,300	1454	1,300	Acceptance of unintentionally delayed claim for priority	_____
Other fee (specify) _____					_____
Other fee (specify) _____					_____

**SUBTOTAL (3)    \$40.00**

\*Reduced by Basic Filing Fee Paid

**SUBMITTED BY:**

Typed or Printed Name: Michael A. DeSanctis

Signature: 

Date: \_\_\_\_\_

Reg. Number: 39,957

Telephone Number: 303-607-3500