Step 4.1.4

ARTICLES/CERTIFICATE OF MERGER

OF

KBRI TX-1 NEWCO, INC.

AND

KBRI TX-2 NEWCO LLC

FILED
In the Office of the
Secretary of State of Texas
DEC 22 2005
Corporations Section

In accordance with the provisions of Articles 5.01, 5.03 and 5.04 of the Texas Business Corporation Act (the "TBCA") and Article 10.01 of the Texas Limited Liability Company Act (the "TLLCA"), the undersigned constituent entities submit the following Articles/Certificate of Merger adopted for filing and hereby certify that:

1. The name, organizational form and state of incorporation, formation or organization of each of the constituent entities which are to merge are as follows:

Name of Constituent Entity	Type of Constituent Entity	State of Incorporation, Formation or Organization
KBRI TX-1 Newco, Inc.	Corporation	Texas
KBRI TX-2 Newco LLC	Limited Liability Company	Texas

2. The name, organizational form and state of incorporation, formation or organization of each surviving entity of the merger are as follows:

Name of Surviving Entity	Type of Surviving Entity	State of Incorporation, Formation or Organization
KBRI TX-3 Newco, Inc.	Corporation	Texas
KBRI TX-4 Newco LLC	Limited Liability Company	Texas
KBRI TX-5 Newco, Inc.	Corporation	Texas

3. The Agreement and Plan of Merger (the "Plan of Merger") by and between KBRI TX-1 Newco, Inc., a Texas corporation ("TX-1, Inc."), and KBRI TX-2 Newco LLC, a Texas limited liability company ("TX-2, LLC") (said entities being herein collectively called the "Constituent Entities"), providing for the merger of the Constituent Entities pursuant to which (a) both of the Constituent Entities cease to exist and (b) each of KBRI TX-3 Newco, Inc., a Texas corporation ("TX-3, Inc."), KBRI TX-4, LLC, a Texas limited liability company ("TX-4, LLC"), and KBRI TX-5 Newco, Inc., a Texas corporation ("TX-5, Inc.") (said entities being herein collectively called the "Surviving Entities"), are created and survive the merger (the "Merger"), has been approved, adopted, executed and acknowledged by each of the Constituent

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Entities in accordance with the requirements of the TBCA and the TLLCA and their constituent documents.

4. The Board of Directors of TX-1, Inc. approved this Plan of Merger and directed that this Plan of Merger be submitted to KBR Holdings, LLC, its sole shareholder, for approval in accordance with the applicable provisions of the TBCA and the TLLCA and its constituent documents; and.

5. TX-1, Inc. has 1,000 issued and outstanding shares of common stock, par value $1.00 per share ("TX-1 Common Stock"), and each such share of TX-1 Common Stock is entitled to one vote. KBR Holdings LLC is the sole shareholder of TX-1, Inc. and has approved the Plan of Merger by written consent. Such approval of the Plan of Merger by KBR Holdings, LLC has been given in accordance with the provisions of Article 9.10A of the TBCA and any written notice required by Article 9.10A of the TBCA has been provided.

6. TX-2, LLC has 1,000 issued and outstanding shares of common stock, par value $1.00 per share ("TX-2 Common Stock"), and each such share of TX-2 Common Stock is entitled to one vote. TX-1, Inc., is the sole member of TX-2, LLC and has approved the Plan of Merger by written consent. Such approval of the Plan of Merger by TX-1, Inc. has been given in accordance with the provisions of the TLLCA.

7. The Plan of Merger has been duly authorized on behalf of each of the Constituent Entities and by all action required by the laws under which such Constituent Entities are incorporated or organized, as applicable, and by the constituent documents of each such Constituent Entity.

8. TX-1, Inc. has complied with the provisions of its Articles of Incorporation regarding furnishing its sole shareholder with copies or summaries of the Plan of Merger or notices regarding the Merger.

9. TX-2, LLC has complied with the provisions of its limited liability company agreement regarding furnishing its sole member with copies or summaries of the Plan of Merger or notices regarding the Merger.

10. The Merger shall become effective at 10:45 p.m. CST and 10:45 p.m. EST on December 31, 2005 (the "Effective Time of the Merger").

11. The Articles of Incorporation of TX-3, Inc., attached hereto as Exhibit A, shall be filed hereby with the Secretary of State of the State of Texas and shall become effective at the Effective Time of the Merger.

12. The Articles of Organization of TX-4, LLC, attached hereto as Exhibit B, shall be filed hereby with the Secretary of State of the State of Texas and shall become effective at the Effective Time of the Merger.

13. The Articles of Incorporation of TX-5, Inc., attached hereto as Exhibit C, shall be filed hereby with the Secretary of State of the State of Texas and shall become effective at the Effective Time of the Merger.

14. Each of the Surviving Entities will be jointly and severally responsible for the payment of all fees and franchise taxes assessed upon each of the Constituent Entities and the Surviving Entities, and each of the Surviving Entities will be jointly and severally obligated to pay such fees and franchise taxes if the same are not timely paid.

15. An executed copy of the Plan of Merger is on file at the principal place of business of each of the Surviving Entities at 4100 Clinton Drive, Houston, Texas 77020, and a copy of the Plan of Merger will be furnished by the Surviving Entities, upon written request and without cost, to any creditor, obligee, shareholder or member of the Surviving Entities or the Constituent Entities that are a party to the Plan of Merger.

IN WITNESS WHEREOF, the undersigned have duly executed these Articles/Certificate of Merger as of the 20th day of December, 2005.

KBRI TX-1 NEWCO, INC.,
a Texas corporation

By: _____
David R. Smith
Vice President

KBRI TX-2 NEWCO LLC,
a Texas limited liability company

By: _____
David R. Smith
Vice President

REVIEWED
LEGAL
DATE 12/19/05

Exhibit A

ARTICLES OF INCORPORATION

OF

KBRI TX-3 NEWCO, INC.

Step 4.2.1

ARTICLES OF INCORPORATION

of

KBRI TX-3 NEWCO, INC.

FILED
In the Office of the
Secretary of State of Texas
DEC 22 2005
Corporations Section

ARTICLE I

The name of the corporation is KBRI TX-3 Newco, Inc.

ARTICLE II

The period of the corporation's duration is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized is the transaction of any and all lawful business for which corporations may be organized under the Texas Business Corporation Act.

ARTICLE IV

The aggregate number of shares that the corporation shall have the authority to issue is 1,000 shares of Common Stock, par value $1.00 per share.

No shareholder of the corporation shall by reason of his holding shares of any class have any preemptive or preferential right to acquire or subscribe for any additional, unissued or treasury shares of any class of the corporation now or hereafter to be authorized, or any notes, debentures, bonds, or other securities convertible into or carrying any right, option or warrant to subscribe to or acquire shares of any class now or hereafter to be authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividends or voting rights of such shareholder, and the Board of Directors may issue or authorize the issuance of shares of any class, or any notes, debentures, bonds or other securities convertible into or carrying rights, options or warrants to subscribe to or acquire shares of any class, without offering any such shares of any class, either in whole or in part, to the existing shareholders of any class.

ARTICLE V

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of $1,000, consisting of money, labor done or property actually received.

ARTICLE VI

The street address of the corporation's initial registered office is 1021 Main Street, Suite 1150, Houston, TX 77002, and the name of its initial registered agent at such address is CT Corporation System.

ARTICLE VII

The number of directors of the corporation shall be fixed by, or in the manner provided in, the bylaws. The number of directors constituting the initial board of directors is three, and the name and address of the persons who are to serve as the directors until the first annual meeting of the shareholders or until such directors' successors are elected and qualified are:

Name	Address
W. Preston Holsinger	1401 McKinney Street Suite 2400 Houston, TX 77010
Albert O. Cornelison, Jr.	1401 McKinney Street Suite 2400 Houston, TX 77010
David R. Smith	2101 City West Blvd. Houston, TX 77042

Directors of the corporation shall be elected by majority vote. Cumulative voting is prohibited.

ARTICLE VIII

Unless contrary to law, any action required or permitted to be taken at any meeting of shareholders of the corporation may be taken without a meeting, without prior notice and without a vote, if a consent or counterpart consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to authorize the taking of such actions at a meeting at which all shares entitled to vote on the action were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those shareholders who have not consented in writing.

ARTICLE IX

A director of the corporation shall not be liable to the corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except to the extent otherwise expressly provided by a statute of the State of Texas. If any statute of the State of Texas is adopted or amended, subsequent to the adoption of this Article IX, to authorize action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by such statute or statutes, as so adopted or amended. Any repeal or modification of this Article IX shall be prospective only, and shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE X

The name of the incorporator is Ashley E. Quinn, and her address is 2101 City West Blvd., Houston, Texas 77042.

ARTICLE XI

This document will become effective at a later date, which date is not more than ninety (90) days from the date of its filing by the Secretary of State. The delayed effective date is December 31, 2005 at 10:45 p.m. CST and 11:45 p.m.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 20th day of December, 2005.

Ashley E. Quinn, Incorporator

REVIEWED
LEGAL
DATE 12/19/05

Exhibit B

ARTICLES OF ORGANIZATION

OF

KBRI TX-4 NEWCO LLC

FILED
In the Office of the
Secretary of State of Texas

DEC 22 2005

Corporations Section

ARTICLES OF ORGANIZATION

OF

KBRI TX-4 NEWCO LLC

I, the undersigned, a natural person of the age of eighteen years or more, acting as organizer of a limited liability company under the Texas Limited Liability Company Act (the "Act"), do hereby adopt the following Articles of Organization therefor:

ARTICLE I

The name of the limited liability company is "KBRI TX-4 Newco LLC" (the "Company").

ARTICLE II

The period of duration of the Company shall be perpetual.

ARTICLE III

The purpose of the Company is the transaction of any or all business for which a limited liability company may be organized under the Act.

ARTICLE IV

The address of the Company's initial registered office is 1021 Main Street, Suite 1150, Houston, Texas 77002, and the name of the Company's initial registered agent at such address is CT Corporation System.

ARTICLE V

The Company shall not have managers. The management of the Company is vested in the member or members of the Company. The name and address of the initial member of the Company is:

KBRI TX-3 Newco, Inc.
2101 City West Blvd.
Houston, TX 77042

The name and address of the organizer is:

Ashley E. Quinn
2101 City West Blvd.
Houston, TX 77042

ARTICLE VI

This document will become effective at a later date, which date is not more than ninety (90) days from the date of its filing by the Secretary of State. The delayed effective date is December 31, 2005 at 10:45 p.m. CST and 11:45 p.m.

IN WITNESS WHEREOF, the undersigned has executed this instrument this 20th day of December, 2005.

Ashley E. Quinn

REVIEWED
LEGAL
DATE 12/19/05

Exhibit C

ARTICLES OF INCORPORATION

OF

KBRI TX-5 NEWCO, INC.

Step 4.4.1

FILED
In the Office of the
Secretary of State of Texas

DEC 22 2005

Corporations Section

ARTICLES OF INCORPORATION

of

KBRI TX-5 NEWCO, INC.

ARTICLE I

The name of the corporation is KBRI TX-5 Newco, Inc.

ARTICLE II

The period of the corporation's duration is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized is the transaction of any and all lawful business for which corporations may be organized under the Texas Business Corporation Act.

ARTICLE IV

The aggregate number of shares that the corporation shall have the authority to issue is 1,000 shares of Common Stock, par value $1.00 per share.

No shareholder of the corporation shall by reason of his holding shares of any class have any preemptive or preferential right to acquire or subscribe for any additional, unissued or treasury shares of any class of the corporation now or hereafter to be authorized, or any notes, debentures, bonds, or other securities convertible into or carrying any right, option or warrant to subscribe to or acquire shares of any class now or hereafter to be authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividends or voting rights of such shareholder, and the Board of Directors may issue or authorize the issuance of shares of any class, or any notes, debentures, bonds or other securities convertible into or carrying rights, options or warrants to subscribe to or acquire shares of any class, without offering any such shares of any class, either in whole or in part, to the existing shareholders of any class.

ARTICLE V

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of $1,000, consisting of money, labor done or property actually received.

ARTICLE VI

The street address of the corporation's initial registered office is 1021 Main Street, Suite 1150, Houston, TX 77002, and the name of its initial registered agent at such address is CT Corporation System.

ARTICLE VII

The number of directors of the corporation shall be fixed by, or in the manner provided in, the bylaws. The number of directors constituting the initial board of directors is three, and the name and address of the persons who are to serve as the directors until the first annual meeting of the shareholders or until such directors' successors are elected and qualified are:

Name	Address
W. Preston Holsinger	1401 McKinney Street Suite 2400 Houston, TX 77010
Albert O. Cornelison, Jr.	1401 McKinney Street Suite 2400 Houston, TX 77010
David R. Smith	2101 City West Blvd. Houston, TX 77042

Directors of the corporation shall be elected by majority vote. Cumulative voting is prohibited.

ARTICLE VIII

Unless contrary to law, any action required or permitted to be taken at any meeting of shareholders of the corporation may be taken without a meeting, without prior notice and without a vote, if a consent or counterpart consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to authorize the taking of such actions at a meeting at which all shares entitled to vote on the action were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those shareholders who have not consented in writing.

ARTICLE IX

A director of the corporation shall not be liable to the corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except to the extent otherwise expressly provided by a statute of the State of Texas. If any statute of the State of Texas is adopted or amended, subsequent to the adoption of this Article IX, to authorize action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by such statute or statutes, as so adopted or amended. Any repeal or modification of this Article IX shall be prospective only, and shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE X

The name of the incorporator is Ashley E. Quinn, and her address is 2101 City West Blvd., Houston, Texas 77042.

ARTICLE XI

This document will become effective at a later date, which date is not more than ninety (90) days from the date of its filing by the Secretary of State. The delayed effective date is December 31, 2005 at 10:45 p.m. CST and 11:45 p.m.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 20th day of December, 2005.

Ashley E. Quinn

REVIEWED
LEGAL
DATE 12/19/05