

FOURTH: The following amendment to the Certificate of Incorporation of McDERMOTT ENERGY, INC. is to be effected by the merger: Section FIRST of the Certificate of Incorporation of McDERMOTT ENERGY, INC. shall be amended to read as follows:

"The name of the Corporation is The Babcock & Wilcox Company".

FIFTH: The executed Agreement and Plan of Reorganization is on file at the principal place of business of the surviving corporation. The address of said principal place of business is 161 East 42nd Street, New York, New York 10017.

SIXTH: A copy of the Agreement and Plan of Reorganization will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of The Babcock & Wilcox Company, a New Jersey corporation which is a party to the merger, is as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Common	18,000,000	\$4.50
Preferred	2,000,000	No Par

EIGHTH: This Certificate of Merger shall be

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