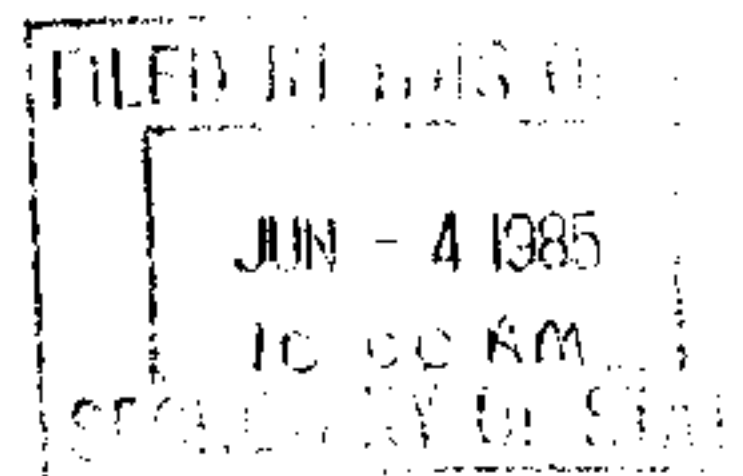


1832



ARTICLES OF MERGER

OF

RADCLIFF MATERIALS, INC.  
RADCLIFF MATERIALS, INC. OF TEXAS  
SOUTHERN STONE COMPANY, INC.  
MONTEVALLO LIMESTONE SALES, INC.  
RADCLIFF INTERNATIONAL SALES COMPANY, INC.  
AND  
MAY MACHINERY COMPANY

Pursuant to the provisions of Section 10-2A-146 of the Code of Alabama, the undersigned domestic corporations and foreign corporation adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The names of the undersigned corporations, the States under the laws of which they are respectively organized, and the Counties in Alabama where recorded, are:

Name of Corporation	State	County
Radcliff Materials, Inc.	Alabama	Mobile
Radcliff Materials, Inc. of Texas	Texas	
Southern Stone Company, Inc.	Alabama	Mobile
Montevallo Limestone Sales, Inc.	Alabama	Montgomery
Radcliff International Sales Company, Inc.	Alabama	Mobile
May Machinery Company	Alabama	Mobile

SECOND: The laws of the State of Texas permit the merger.

THIRD: The Surviving Corporation shall be Radcliff Materials, Inc., the name of which is hereby changed to Dravo Basic Materials Company, Inc. and is to be governed by the laws of the State of Alabama.

VICKERS, RIIS, MURRAY AND CURRAN

ATTORNEYS AT LAW

P. O. DRAWER 2568

FOURTH: The Plan of Merger, which is attached as Exhibit A hereto and by reference made a part hereof, was approved by the shareholders of the domestic corporations in the manner prescribed by the Alabama Business Corporation Act and was approved by the shareholder of the Texas Corporation in the manner prescribed by the Texas Business Corporation Act.

FIFTH: As to each of the undersigned corporations, the number of shares outstanding are as follows:

Name of Corporation	Shares Outstanding
Radcliff Materials, Inc.	7,513
Radcliff Materials, Inc. of Texas	20
Southern Stone Company, Inc.	50
Montevallo Limestone Sales, Inc.	131
Radcliff International Sales Company, Inc.	39
May Machinery Company	202

None of the outstanding shares are entitled to vote as a class.

SIXTH: 100% of the outstanding shares of each corporation voted for the Plan of Merger and none voted against it.

Dated the 1st day of June, 1985.

RADCLIFF MATERIALS, INC.

By: Ernest F. Ladd, III  
ERNEST F. LADD, III  
Its Executive Vice President

and Selden S. Kearns  
SELDEN S. KEARNS  
Its Secretary

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217300704

RADCLIFF MATERIALS, INC. OF TEXAS

By: Ernest F. Ladd, III  
ERNEST F. LADD, III  
Its Executive Vice President

and Selden S. Kearns  
SELDEN S. KEARNS  
Its Secretary

SOUTHERN STONE COMPANY, INC.

By: Ernest F. Ladd, III  
ERNEST F. LADD, III  
Its Executive Vice President

and Selden S. Kearns  
SELDEN S. KEARNS  
Its Secretary

MONTEVALLO LIMESTONE SALES, INC.

By: Ernest F. Ladd, III  
ERNEST F. LADD, III  
Its Executive Vice President

and Selden S. Kearns  
SELDEN S. KEARNS  
Its Secretary

RADCLIFF INTERNATIONAL SALES COMPANY,  
INC.

By: Ernest F. Ladd, III  
ERNEST F. LADD, III  
Its Executive Vice President

and Selden S. Kearns  
SELDEN S. KEARNS  
Its Secretary

MP 21730735

MAY MACHINERY COMPANY

By: Ernest F. Ladd, III  
ERNEST F. LADD, III  
Its Executive Vice President

and Selden S. Kearns  
SELDEN S. KEARNS  
Its Secretary

STATE OF ALABAMA, )  
COUNTY OF MOBILE. ) SS

I, Barbara D. Lee, a Notary Public, do hereby certify that on this 1st day of June, 1985, personally appeared before me ERNEST F. LADD, III and SELDEN S. KEARNS, who being by me first duly sworn declared that they are the Executive Vice President and Secretary of RADCLIFF MATERIALS, INC., that they signed the foregoing document as Executive Vice President and Secretary of the corporation and that the statements therein contained are true:

Barbara D. Lee  
Notary Public  
My Commission Expires 3-15-88

STATE OF ALABAMA, )  
COUNTY OF MOBILE. ) SS

I, Barbara D. Lee, a Notary Public, do hereby certify that on this 1st day of June, 1985, personally appeared before me ERNEST F. LADD, III and SELDEN S. KEARNS, who being by me first duly sworn declared that they are the Executive Vice President and Secretary of RADCLIFF MATERIALS, INC. OF TEXAS, that they signed the foregoing document as Executive Vice President and Secretary of the corporation and that the statements therein contained are true:

Barbara D. Lee  
Notary Public  
My Commission Expires 3-15-88

RP 277 Sub 707

STATE OF ALABAMA, )  
COUNTY OF MOBILE. ) SS

I, Barbara D. Lee, a Notary Public, do hereby certify that on this 1st day of June, 1985, personally appeared before me ERNEST F. LADD, III and SELDEN S. KEARNS, who being by me first duly sworn declared that they are the Executive Vice President and Secretary of SOUTHERN STONE COMPANY, INC., that they signed the foregoing document as Executive Vice President and Secretary of the corporation and that the statements therein contained are true:

Barbara D. Lee  
Notary Public

My Commission Expires 3-15-83

STATE OF ALABAMA, )  
COUNTY OF MOBILE. ) SS

I, Barbara D. Lee, a Notary Public, do hereby certify that on this 1st day of June, 1985, personally appeared before me ERNEST F. LADD, III and SELDEN S. KEARNS, who being by me first duly sworn declared that they are the Executive Vice President and Secretary of MONTEVALLO LIMESTONE SALES, INC., that they signed the foregoing document as Executive Vice President and Secretary of the corporation and that the statements therein contained are true:

Barbara D. Lee  
Notary Public

My Commission Expires 3-15-83

STATE OF ALABAMA, )  
COUNTY OF MOBILE. ) SS

I, Barbara D. Lee, a Notary Public, do hereby certify that on this 1st day of June, 1985, personally appeared before me ERNEST F. LADD, III and SELDEN S. KEARNS, who being by me first duly sworn declared that they are the Executive Vice President and Secretary of RADCLIFF INTERNATIONAL SALES COMPANY, INC., that they signed the foregoing document as Executive Vice President and Secretary of the corporation and that the statements therein contained are true:

Barbara D. Lee  
Notary Public

My Commission Expires 3-15-83

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STATE OF ALABAMA, )  
COUNTY OF MOBILE. ) SS

I, Barbara D Lee, a Notary Public, do hereby certify that on this 1st day of June, 1985, personally appeared before me ERNEST F. LADD, III and SELDEN S. KEARNS, who being by me first duly sworn declared that they are the Executive Vice President and Secretary of MAY MACHINERY COMPANY, that they signed the foregoing document as Executive Vice President and Secretary of the corporation and that the statements therein contained are true:

Barbara D Lee  
Notary Public

My Commission Expires 3-14-88

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This instrument prepared by  
MARION R. VICKERS, JR.  
Attorney at Law  
812 Merchants Nat. Bank Bldg  
Mobile, Alabama

PLAN OF MERGER

OF

RADCLIFF MATERIALS, INC.  
RADCLIFF MATERIALS, INC. OF TEXAS  
SOUTHERN STONE COMPANY, INC.  
MONTEVALLO LIMESTONE SALES, INC.  
RADCLIFF INTERNATIONAL SALES COMPANY, INC.  
AND  
MAY MACHINERY COMPANY

---

ONE

NAMES OF MERGING CORPORATIONS  
AND SURVIVING CORPORATION

A. The names of the Corporations proposing to merge are:

Radcliff Materials, Inc., an Alabama Corporation,  
Radcliff Materials, Inc. of Texas, a Texas Corporation  
Southern Stone Company, Inc., an Alabama Corporation,  
Montevallo Limestone Sales, Inc., an Alabama Corporation,  
Radcliff International Sales Company, Inc., an Alabama  
Corporation, and  
May Machinery Company, an Alabama Corporation,

herein collectively referred to as the Merging Corporations.

B. The corporation into which the Merging Corporations  
propose to merge shall be Radcliff Materials, Inc., the name  
of which shall be changed to Dravo Basic Materials Company,  
Inc., hereinafter referred to as the Surviving Corporation,  
and such Surviving Corporation shall be governed by the laws  
of the State of Alabama.

TWO

TERMS AND CONDITIONS OF THE MERGER

The effective date of the merger, for accounting purposes and otherwise shall be June 1, 1985.

On the effective date of the merger, all the property, real, personal or mixed, of each of the Merging Corporations, and all debts due on whatever account to any of them, including subscriptions to shares and other choses in action belonging to any of them, and all and singular, the rights, privileges, franchises and powers, as well of a public as of a private nature, and all and every other interest, of each of the Merging Corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed, and shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Merging Corporations; and title to any real estate whether vested by deed or otherwise, in any of the Merging Corporations, shall not revert or be in any way impaired by reason of the merger; and if at any time, the Surviving Corporation shall consider or be advised that any further assignments, conveyances, or assurances in law or any other things are necessary or desirable to vest in the Surviving Corporation, according to the terms

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hereof, the title to any property or right of any of the Merging Corporations, the proper officers and directors of any such Merging Corporation shall and will execute and make all such proper assignments, conveyances and assurances and do all things necessary or proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Plan of Merger.

The Surviving Corporation shall, from the effective date of the merger, be responsible for all debts, liabilities, obligations and duties of each of the Merging Corporations and all such debts, liabilities, obligations and duties shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if they had been incurred or contracted by the Surviving Corporation, but the liabilities of the Merging Corporations or of their stockholders, directors or officers, shall not be affected, nor shall the rights of the creditors of the Merging Corporations or of any person dealing with them, or any liens on the property of the Merging Corporations be impaired by the merger; and all rights of creditors and all liens upon the property of the Merging Corporations shall be preserved, unimpaired and any claim existing or action or proceeding pending by or against any of the Merging Corporations may be prosecuted to judgment

as if the merger had not taken place, or the Surviving Corporation may be proceeded against or substituted in its place.

THREE

MANNER OF CONVERTING STOCK

The manner of converting the stock of each of the Merging Corporations into common and preferred stock of the Surviving Corporation shall be as follows:

1. All of the issued and outstanding stock of Radcliff Materials, Inc., Southern Stone Company, Inc. and May Machinery Company, is owned by Southern Industries Corporation. All of the issued and outstanding stock of Radcliff Materials, Inc. of Texas and Radcliff International Sales Company, Inc., is owned by Radcliff Materials, Inc. and all of the issued and outstanding stock of Montevallo Limestone Sales, Inc. is owned by Southern Stone Company, Inc. The issued and outstanding stock of Southern Stone Company, Inc., May Machinery Company, Radcliff International Sales Company, Inc., Radcliff Materials, Inc. of Texas and Montevallo Limestone Sales, Inc. shall be cancelled forthwith on the effective date of the merger.

2. On the effective date of the merger, Southern

Industries Corporation will, since it already owns, directly or indirectly, all of the issued and outstanding stock of the Merging Corporations, own all of the issued and outstanding stock of the Surviving Corporation, which consists of 7,513 shares of common stock of the par value of \$10.00 per share.

FOUR

CHANGES IN THE AGREEMENT AND ARTICLES OF MERGER

Article Two of the Agreement and Articles of Merger of Radcliff Materials, Inc. shall be amended so as to read as follows:

"TWO

The name of the Corporation is hereby changed to Dravo Basic Materials Company, Inc. and the location of its principal office is in Mobile, Alabama."

Dated the 1st day of June, 1985.

RECORDED FEE  
STATE OF ALABAMA  
I CERTIFY THIS INSTRUMENT  
WAS FILED IN

JUN 12 4 36 PM '85

BEEN FOR ON THE 12TH DAY OF JUNE 1985

CLERK OF PROBATE

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25.00

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# STATE OF ALABAMA

701 305 117

I, Don Siegelman, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that duplicate originals of Articles of Merger merging Southern Stone Company, Inc., May Machinery Company, Montevallo Limestone Sales, Inc., Radcliff International Sales Company, Inc., all Alabama corporations, and Radcliff Materials, Inc. of Texas, a Texas corporation, into Radcliff Materials, Inc., an Alabama corporation, changing name to Dravo Basic Materials Company, Inc., duly signed and verified pursuant to the provisions of Section 10-2A-143, Code of Alabama, 1975, have been received in this office and are found to conform to law. Accordingly, the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Merger merging Southern Stone Company, Inc., May Machinery Company, Montevallo Limestone Sales, Inc., Radcliff International Sales Company, Inc., and Radcliff Materials, Inc. of Texas into Radcliff Materials, Inc., changing name to Dravo Basic Materials Company, Inc. and attaches hereto a duplicate original of the Articles of Merger.

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In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

June 4, 1985

Date

Don Siegelman

Secretary of State

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STATE OF ALA. SHELBY CO.  
I CERTIFY THIS  
INSTRUMENT WAS FILED

90 JUL 30 AM 8:59

JUDGE OF PROBATE

1. Death Tax	-----
2. ...	-----
3. ...	35.56
4. ...	-----
5. ...	-----
6. ...	3.00
Total	38.56

Secretary of State  
State of Alabama

I hereby certify that this  
is a true and complete copy of  
the instrument filed in this office

June 4, 1935

6156185

*Wm. L. Dargatzis*

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