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ARTICLES OF MERGER
OF
ALABASTER INDUSTRIES INTO ALABASTER INDUSTRIES, INC.

1. The Plan and Agreement of Merger ("Plan") is attached as "Exhibit A" hereto.

2. The shareholders of Alabaster Industries, an Alabama corporation, ("Alabaster") and Alabaster Industries, Inc., a Delaware corporation ("Alaind"), were required to vote on the Plan.

3. The number of shares of Alabaster common stock outstanding on the record date and entitled to vote on the Plan was 826,000. On the record date, there was no other class of Alabaster stock outstanding. The number of shares of Alaind common stock outstanding on the record date and entitled to vote on the Plan was one (1). On the record date, there was no other class of Alaind stock outstanding.

4. The number of shares of Alabaster common stock voted for the Plan was 826,000, and the number of shares voted against the Plan was -0-. There were no shares of any other class of Alabaster stock outstanding that were entitled to vote as a class. The number of shares of Alaind common stock voted for the Plan was one (1), and the number of shares voted against the Plan was -0-. There were no shares of any other class of Alaind stock outstanding that were entitled to vote as a class.

5. The only corporation involved in the merger which was incorporated under the law of Alabama is Alabaster. The certificate of incorporation of Alabaster, an Alabama corporation, was filed in Shelby County, Alabama. Alaind was incorporated under the law of the state of Delaware.

6. Alaind is governed by the law of Delaware, intends to transact business in Alabama, and, pursuant to the requirements of Code of Alabama 1975, Section 10-2A-146(2), agrees as follows:

(a) that it may be served with process in Alabama in any proceeding for the enforcement of any obligation of Alabaster and in any proceeding for the enforcement of the rights of a dissenting shareholder of Alabaster against Alaind; and

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Lange Simpson Robinson Somerville
1700 First Alabama Bank Bldg.
Birmingham, AL 35203

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(b) that it will promptly pay to the dissenting shareholders of Alabaster the amount, if any, to which they shall be entitled under the provisions of the Alabama Business Corporation Act with respect to the rights of dissenting shareholders.

7. Alaïnd irrevocably appoints the Secretary of State of Alabama as its agent to accept service of process in any proceeding for the enforcement of the rights of a dissenting shareholder of Alabaster against Alaïnd.

ALABASTER INDUSTRIES, INC.

By Thomas M. Brown
Its President

By John B. Green
Its Secretary

ALABASTER INDUSTRIES

By Thomas M. Brown
Its President

By John B. Green
Its Secretary

STATE OF Alabama)

COUNTY OF Shelby)

I, the undersigned, a Notary Public, in and for said County in said State, hereby certify that Thomas M. Pearce, whose name as President of Alabaster Industries, Inc., is signed to the foregoing instrument and who is known to me, personally appeared before me and, having been duly sworn, deposes and says that he, in his capacity as President, executed the same voluntarily and that the facts set forth therein are true and correct as recited therein.

Given under my hand this the 23 day of Oct, 1981.

Elizabeth A. Bushnell
Notary Public

My Commission Expires May 26, 1985

STATE OF Alabama)

COUNTY OF Shelby)

I, the undersigned, a Notary Public, in and for said County in said State, hereby certify that Thomas M. Pearce, whose name as President of Alabaster Industries, is signed to the foregoing instrument and who is known to me, personally appeared before me and, having been duly sworn, deposes and says that he, in his capacity as President, executed the same voluntarily and that the facts set forth therein are true and correct as recited therein.

Given under my hand this the 23 day of October, 1981.

Elizabeth A. Bushnell
Notary Public

My Commission Expires May 26, 1985

Exhibit A

PLAN AND AGREEMENT OF MERGER
OF
ALABASTER INDUSTRIES
INTO
ALABASTER INDUSTRIES, INC.

The Plan and Agreement of Merger is as follows:

1. The corporations proposing to merge are Alabaster Industries, Inc., a Delaware corporation ("Alaind"), and Alabaster Industries, an Alabama corporation ("Alabaster").

2. Alabaster shall be merged with and into Alaind upon the terms and conditions of this Plan and Agreement of Merger upon the later of the issuance by the Alabama Secretary of State of a Certificate of Merger and the filing of a Certificate of Merger of Alabaster Industries, an Alabama corporation, into Alabaster Industries, Inc., a Delaware corporation, by the Secretary of State of Delaware (the date and time of the later of which shall hereinafter be referred to as the "Effective Time of the Merger"). The separate existence of Alabaster shall cease, and Alabaster shall be merged with and into Alaind, which shall be the surviving corporation (the "Surviving Corporation").

3. Each share of Alabaster common stock, par value \$1.00 per share (the "Alabaster Common Stock"), other than shares as to which dissenters' rights have been exercised, which was issued and outstanding immediately prior to the Effective Time of the Merger, shall be converted into one share of Alaind common stock, par value \$1.00 per share (the "Alaind Common Stock"). The share of Alaind Common Stock, par value \$1.00 per share, which was issued and outstanding immediately prior to the Effective Time of the Merger, shall be transferred to the Surviving Corporation for cancellation.

4. After the Effective Time of the Merger, until surrendered, each outstanding certificate which, prior to the Effective Time of the Merger represented shares of Alabaster Common Stock, shall be deemed for all corporate purposes to evidence Alaind Common Stock in accordance with the terms of this Plan and Agreement of Merger. After the Effective Time of the Merger, there shall be no further registry on the records of Alabaster of transfers of Alabaster Common Stock, and, if certificates representing such shares are presented to the Surviving Corporation, they shall be cancelled, and the holder thereof shall be entitled to receive

Alaind Common Stock in accordance with the terms of this Plan and Agreement of Merger. No dividends or distributions will be paid to persons entitled to receive certificates for shares of Alaind Common Stock until such persons shall have surrendered their Alabaster Common Stock certificates; provided, however, that when such certificates shall have been so surrendered in exchange for shares of Alaind Common Stock, there shall be paid to the holders thereof, but without interest thereon, all dividends and other distributions payable subsequent to and in respect of a record date after the Effective Time of the Merger on the shares of Alaind Common Stock for which such certificates shall have been so exchanged.

5. No changes shall be effected in the Articles of Incorporation of the Surviving Corproation by reason of the merger set forth in this Plan and Agreement of Merger.

DATED: 10/23/81.

ALABASTER INDUSTRIES, INC.

By: Thomas W. Brown
Its President

ATTEST:

John E. Green
Its Secretary

ALABASTER INDUSTRIES

By: Thomas W. Brown
Its President

ATTEST:

John E. Green
Its Secretary

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STATE OF Alabama)
COUNTY OF Shelby)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Thomas M. Pearce, whose name as President of Alabaster Industries, Inc., is signed to the foregoing instrument, and who is known to me, personally appeared before me and, having been duly sworn, deposes and says that he, in his capacity as President, executed the same voluntarily and that the facts set forth therein are true and correct as recited therein.

Given under my hand and official seal this the 23 day of October, 1981.

Elizabeth A. Bushnell
Notary Public

My Commission Expires May 26, 1985

STATE OF Alabama)
COUNTY OF Shelby)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Thomas M. Pearce, whose name as President of Alabaster Industries, Inc., is signed to the foregoing instrument, and who is known to me, personally appeared before me and, having been duly sworn, deposes and says that he, in his capacity as President, executed the same voluntarily and that the facts set forth therein are true and correct as recited therein.

Given under my hand and official seal this the 23 day of October, 1981.

Elizabeth A. Bushnell
Notary Public

My Commission Expires May 26, 1985

Secretary of State
State of Alabama

I hereby certify that this
is a true and complete copy of
the document filed in this office
on 5-17-82

Dated 5-17-82

Don Siegelman
Secretary of State
Don Siegelman



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

1982 MAY 20 AM 10:54

Thomas A. Shumaker, Jr.
JUDGE OF PROBATE

Rec'd 25.00
Jud 1.00
26.00

STATE OF ALABAMA

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 Alabaster Industries, an Alabama corporation, into

Alabaster Industries, Inc., a Delaware corporation

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

Alabaster Industries Into Alabaster Industries, Inc.

and attaches hereto a duplicate original of the Articles of Merger.

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.

May 17, 1982

Date

Don Siegelman
Don Siegelman

Secretary of State