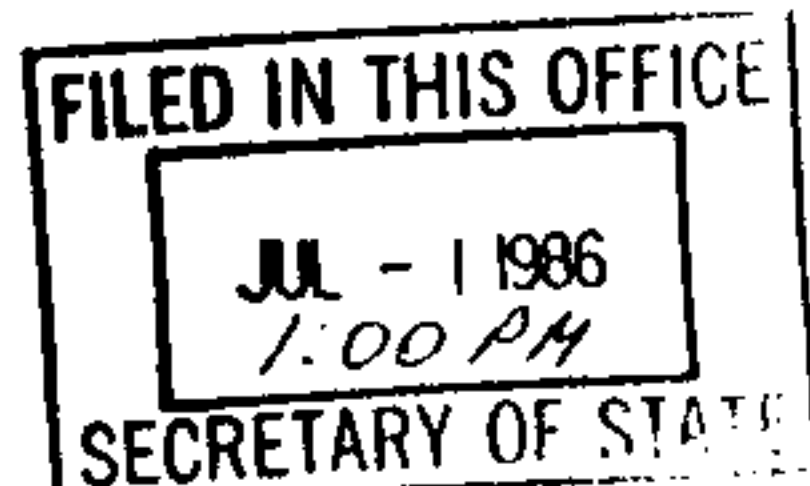


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ARTICLES OF MERGER



ARTICLES OF MERGER, made July 1, 1986 by and between NICHOLS CONCRETE EQUIPMENT COMPANY., INC., a Georgia corporation (hereinafter sometimes referred to as "the Georgia Corporation"), and NICHOLS CONCRETE EQUIPMENT CO., INC., an Alabama corporation (hereinafter sometimes referred to as "the Alabama Corporation" or the "Surviving Corporation") (said corporations being sometimes hereinafter collectively referred to as the "Constituent Corporations").

W I T N E S S E T H:

WHEREAS:

(a) The Constituent Corporations desire to merge with each other in accordance with the provisions hereinafter set forth, with the Alabama Corporation remaining as the surviving corporation, and desire to effectuate such merger so as to qualify as a non-taxable reorganization under Section 368 of the Internal Revenue Code of 1954, as amended;

832 (b) The Georgia Corporation is a corporation duly organized and existing under the laws of the State of Georgia, having been incorporated thereunder, in Gwinnett County, Georgia on July 13, 1981;

BOOK 030 (c) The Alabama Corporation is a corporation organized and existing under the laws of the State of Alabama, having been incorporated thereunder, in Shelby County, Alabama on July 1, 1986;

(d) The Georgia Corporation was organized under the name Pumpit, Inc. The Corporation's name was changed to its present name, Nichols Concrete Equipment Company, Inc., on December 13, 1984.

(e) The Alabama Corporation was organized under its present name, and such name has never been changed;

(f) The authorized capitalization of the Georgia Corporation consists of one million (1,000,000) shares of Common Stock, par value One Dollar (\$1.00) per share, of which five thousand (5,000) shares are issued and outstanding as of the date hereof;

Ms. Dana M. Colucci
Berkowitz, Lefkovits, Isom & Kushner
1100 Financial Center
Birmingham, AL 35203

(g) The authorized capitalization of the Alabama Corporation consists of five thousand (5,000) shares of Common Stock, par value One Dollar (\$1.00) per share, of which one (1) share is issued and outstanding as of the date hereof;

(h) The principal office of the Georgia Corporation is located at 180 Coeur Place Lilburn, Georgia 30247, and the principal office of the Alabama Corporation is located at 640 Stuart Lane, Pelham, Alabama 35124;

(i) Each Board of Directors and the Shareholders of the Georgia Corporation and the Alabama Corporation deem it to the benefit and advantage of each of the Constituent Corporations that said corporations merge under and pursuant to the provisions of Ga. Code Ann. §14-2-217 (1981) and Ala. Code §10-2A-146 (1975), respectively, and each Board of Directors and the Shareholders of each of the Constituent Corporations, by unanimous resolutions duly adopted, have approved the Plan of Merger set forth below in these Articles, and have approved the execution and filing of these Articles, all in accordance with the provisions of Ga. Code Ann. §§14-2-212 and 217 (1981), and Ala. Code, §§10-2A-140, 142, and 146 (1975), respectively.

NOW, THEREFORE, in consideration of the foregoing and the mutual agreements hereinafter set forth, the parties hereby execute and verify these Articles of Merger pursuant to Ga. Code Ann. §14-2-212 (1981) and Ala. Code, §10-2A-143 (1975), and agree that the Georgia Corporation shall be merged with and into the Alabama Corporation, and that the terms and conditions of such merger and the mode of carrying it into effect are, and shall be, as hereinafter set forth:

ARTICLE I: PLAN OF MERGER.

1. MERGER. The Georgia Corporation shall be, and it hereby is, merged into the Alabama Corporation.

2. EFFECTIVE DATE. This Plan of Merger shall become effective upon the issuance of a Certificate of Merger by the Secretary of State of the State of Alabama following compliance with the laws of the State of Alabama, the time of such effectiveness being hereinafter called the Effective Date.

3. SURVIVING CORPORATION. The Alabama Corporation shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Alabama, but the separate corporate existence of the Georgia Corporation shall cease forthwith upon the Effective Date and thereupon the Georgia Corporation and the Alabama Corporation shall be a single corporation (hereinafter sometimes referred to as the "Surviving Corporation").

4. ARTICLES OF INCORPORATION. The Articles of Incorporation of the Alabama Corporation shall be the Articles of Incorporation of the Surviving Corporation following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation upon any shareholder or Director or officer of the Alabama Corporation or upon any other person whomsoever are subject to this reserve power. Said Articles of Incorporation of the Alabama Corporation are made a part of this Plan of Merger with the same force and effect as if set forth in full herein.

5. BYLAWS. The Bylaws of the Alabama Corporation shall be the Bylaws of the Surviving Corporation following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof.

6. AUTHORIZED CAPITAL. The authorized capital stock of the Surviving Corporation following the Effective Date shall be an amount equal to the aggregate par value of all the issued shares of common stock of the Surviving Corporation, after giving effect to the terms and provisions of this Plan of Merger, unless and until the same shall be changed in accordance with the laws of the State of Alabama.

7. CONVERSION OF OUTSTANDING STOCK. Forthwith upon the Effective Date, the issued and outstanding shares of Common Stock of the Georgia Corporation shall be and become converted into four thousand nine hundred ninety-nine (4,999) fully paid and nonassessable shares of Common Stock, par value One Dollar (\$1.00) per share, of the Surviving Corporation. Upon the surrender of any such Certificate to the Surviving Corporation, the transferee or other holder of the Certificates surrendered shall receive in exchange therefor a Certificate or Certificates of the Surviving Corporation representing 4,999 shares of the Surviving Corporation. Each issued and outstanding share of Common Stock of the Surviving Corporation shall remain issued and outstanding, and shall be otherwise unaffected, following the Effective Date of the Merger.

8. RETIREMENT OF TREASURY STOCK. Forthwith upon the Effective Date, all shares of stock of the Georgia Corporation held in the treasury of the Georgia Corporation (if any) on the Effective Date shall be retired and no shares of stock or any other securities of the Surviving Corporation shall be issued in respect thereof.

9. RIGHTS AND LIABILITIES OF SURVIVING CORPORATION. At and after the effective time of the merger, the Surviving Corporation shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers, and franchises, as well of a public as of a private nature, subject to all of the restrictions, liabilities and duties of each of the Constituent Corporations; and all and singular, of the rights, privileges, powers and franchises of each of the Constituent Corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to each of such corporations shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real estate vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger, but shall be vested in the Surviving Corporation; but all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such lien at the effective time of the merger, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it; and the Surviving Corporation shall indemnify and hold harmless the officers and Directors of each of the Constituent Corporations against all such debts, liabilities and duties and against all claims and demands arising out of the merger. Any action or proceeding, whether civil, criminal or administrative, pending by or against either Constituent Corporation shall be prosecuted as if such merger had not taken place, or the Surviving Corporation may be substituted in such action or proceeding.

10. FURTHER ASSURANCES OF TITLE. If at any time after the Effective Date, the Surviving Corporation shall consider or be advised that any further acknowledgements, assignments or assurances in law or other similar actions are necessary or desirable in order to acknowledge, vest, perfect or confirm upon record or otherwise, in the Surviving Corporation, any right, title or interest in any property or rights of the Georgia Corporation held immediately prior to the Effective Date, the Georgia Corporation and its proper officers and Directors shall and will execute and deliver all such proper acknowledgements, deeds, assignments or assurances in law and do all things necessary or proper to acknowledge, vest, perfect or confirm title to such property or rights in the Surviving Corporation as shall be necessary to carry out the purposes of

this Plan, and the Surviving Corporation and the proper officers and Directors thereof are fully authorized to take any and all action in the name of the Georgia Corporation or otherwise.

11. CONTINUATION OF CORPORATE ACTS, PLANS, EMPLOYEES AND CERTAIN OTHER MATTERS.

(a) All corporate acts, plans, policies, approvals and authorizations of the Georgia Corporation, its shareholders, Board of Directors, committees elected or appointed by the Board of Directors, officers and agents, which were valid and effective immediately prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as they were with respect to the Georgia Corporation.

(b) The employees of the Georgia Corporation shall become the employees of the Surviving Corporation and continue to be entitled to the same rights and benefits they enjoyed as employees of the Georgia Corporation.

12. OFFICERS AND DIRECTORS.

(a) The officers and Directors of the Alabama Corporation at the Effective Date shall serve as the officers and Directors of the Surviving Corporation, until their successors shall have been elected and shall qualify as otherwise provided in the Bylaws of the Surviving Corporation.

(b) If, on or after the Effective Date, a vacancy shall exist in the Board of Directors or offices of the Surviving Corporation, such vacancy may be filled in the manner provided in the Bylaws of the Surviving Corporation.

13. ADOPTION, EXECUTION, VERIFICATION AND FILING OF ARTICLES OF MERGER. On or prior to the Effective Date, the following actions shall be accomplished prior to the merger becoming effective:

(a) This Plan of Merger shall be adopted and approved by the Board of Directors and shareholders of the Alabama Corporation as provided in Ala. Code, §§10-2A-140, 142 and 146 (1975), and by the Board of Directors and Shareholders of the Georgia Corporation as provided in Ga. Code Ann. §§14-2-212 and 217 (1981).

(b) Articles of Merger containing the Plan of Merger and other information required by Ala. Code, §10-2A-143 (1975) and Ga.

Code Ann. §§14-2-210 and 213 (1981) shall be executed for each Constituent Corporation by its President and Secretary and verified by one of the officers of each such Constituent Corporation.

(c) The Articles of Merger, so executed and approved, and two copies thereof, shall be delivered to and filed with the Secretary of State of Alabama pursuant to Ala. Code, §10-2A-143 (1975), and the Secretary of State of Georgia pursuant to Ga. Code Ann. §14-2-213 (1981).

14. TERMINATION. This Plan of Merger may be terminated and abandoned by resolutions of the Board of Directors of either of the Constituent Corporations prior to the merger becoming effective. In the event of the termination and abandonment of the Plan of Merger and the merger pursuant to the foregoing provisions of this Paragraph, this Plan of Merger shall become void and of no further effect without any liability on the part of either of the Constituent Corporations or their respective shareholders, Directors or officers.

ARTICLE II: OUTSTANDING SHARES OF THE CONSTITUENT CORPORATIONS.

| <u>Constituent Corporation</u> | <u>Number of Shares Outstanding</u> |
|--------------------------------|---|
| the Alabama Corporation | one (1) |
| the Georgia Corporation | five thousand (5,000) |

The above shares constitute the only class of capital stock of each of the Constituent Corporations. The affirmative vote of the holders of a majority of the outstanding shares of each of the Constituent Corporations is required to adopt the plan of merger.

ARTICLE III: SHARES VOTED.

| <u>Constituent Corporation</u> | <u>Number of Shares Entitled to Vote</u> | <u>Shares Voted For Plan of Merger</u> | <u>Shares Voted Against Plan of Merger</u> |
|------------------------------------|--|--|--|
| the Alabama Corporation | 1 | 1 | 0 |
| the Georgia Corporation | 5,000 | 5,000 | 0 |

No shares of any class (other than the voting common shares described above) of the Constituent Corporations are or were entitled to vote as a class.

IN WITNESS WHEREOF, these Articles of Merger have been executed for each Constituent Corporation by its President and by its Assistant Secretary, and have been verified by one of such officers of each Constituent Corporation signing these Articles of Merger on the day and year first above written.

ATTEST:

NICHOLS CONCRETE EQUIPMENT
COMPANY., INC., a Georgia
Corporation

By: Ken Smith
Ken Smith
Assistant Secretary

By: Gary Nichols
Gary Nichols
President

NICHOLS CONCRETE EQUIPMENT
CO., INC., an Alabama
Corporation

By: Ken Smith
Ken Smith
Assistant Secretary

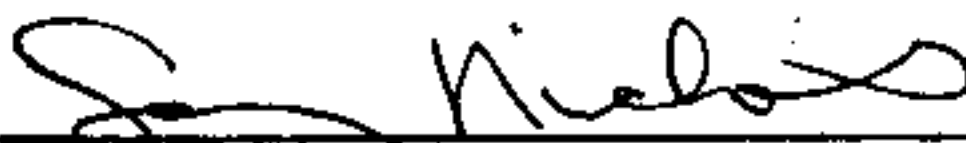
By: Gary Nichols
Gary Nichols
President

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VERIFICATIONS

The undersigned, Gary Nichols, President of Nichols Concrete Equipment Company, Inc., a Georgia corporation (the "Corporation") hereby certifies, as such officer that Gary Nichols and Ken Smith, whose names as the respective President and Assistant Secretary of the Corporation, are signed to the foregoing Articles of Merger, constitute such respective officers of the Corporation, and that the statements set forth in the foregoing Articles of Merger are true and correct.

WITNESS my hand and seal this 1st day of July, 1986.



Gary Nichols, President

Sworn to and subscribed to before me
this 1 day of July, 1986.



Notary Public

My Commission Expires: 9-1-86

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The undersigned, Gary Nichols, President of Nichols Concrete Equipment Co., Inc., an Alabama corporation (the "Corporation") hereby certifies, as such officer that Gary Nichols and Ken Smith, whose names as the respective President and Assistant Secretary of the Corporation, are signed to the foregoing Articles of Merger, constitute such respective officers of the Corporation, and that the statements set forth in the foregoing Articles of Merger are true and correct.

WITNESS my hand and seal this 1st day of July, 1986.



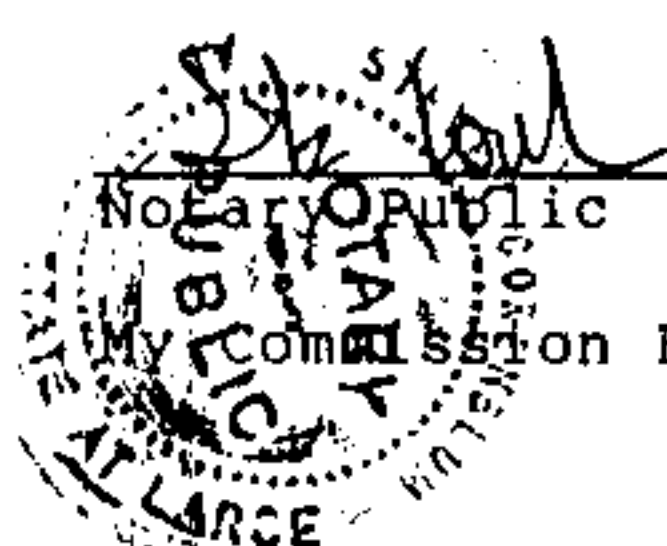
Gary Nichols, President

Sworn to and subscribed to before me
this 1 day of July, 1986.



Notary Public

My Commission Expires: 9-1-86





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 Nichols Concrete Equipment Company, Inc., a Georgia corporation, into Nichols Concrete Equipment Co., Inc., an Alabama corporation

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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 Nichols Concrete Equipment Company, Inc. into Nichols Concrete Equipment Co., 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.

July 1, 1986

Date

Don Siegelman

Secretary of State



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STATE OF ALABAMA
I CERTIFY THIS
INSTRUMENT WAS FILED
1986 JUL 10 AM 8:27
JUDGE L. L. BEAVER

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 July 1, 1986

Dated 7-1-86

Secretary of State
Don Siegelman

Don Siegelman

