

AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

MERGING

SIMSCO, INC.
(an Alabama corporation)

INTO

CITATION CAROLINA CORP.
(an Alabama corporation)

FILED IN THIS OFFICE
DEC 19 1986
1:41 PM
SECRETARY OF STATE

This Agreement of Merger and Plan of Reorganization is made this 9th day of December, 1986, by and between Simsco, Inc. an Alabama corporation (the "Merging Corporation"), and Citation Carolina Corp., an Alabama corporation (the "Surviving Corporation"). The Merging and Surviving Corporations are sometimes referred to herein as the "Constituent Corporations."

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WHEREAS, the principal and registered office of the Surviving Corporation is in the State of Alabama located at 312 North 23rd Street, in the City of Birmingham, County of Jefferson, its Registered Agent at that address is Thomas A. Ritchie, and the Articles of Incorporation of the Surviving Corporation are filed in the office of the Judge of Probate, Jefferson County (Birmingham Division), Alabama;

WHEREAS, the principal office of the Merging Corporation is in the State of Alabama, located in the City of Birmingham, Jefferson County, at 312 North 23rd Street, its Registered Agent at that address is T. Morris Hackney, and the Certificate of Incorporation of the Merging Corporation is filed in the Office of the Judge of Probate, Shelby County, Alabama;

WHEREAS, the authorized capital stock of the Surviving Corporation consists of 10,000 shares of common stock, \$.10 par value;

WHEREAS, the Merging Corporation is presently a wholly-owned subsidiary of the Surviving Corporation; and

Ritchie, Rediker
312 No. 23rd St

WHEREAS, the Directors of the Constituent Corporations deem it advisable and to the advantage of said corporations that the Merging Corporation be merged into the Surviving Corporation on the terms and conditions herein provided, and in accordance with the laws of the State of Alabama, for the purpose of allowing the Surviving Corporation to elect Subchapter S status under the Internal Revenue Code.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the Constituent Corporations have agreed and do hereby agree to merge upon the terms and conditions below stated.

ARTICLE I

The Constituent Corporations hereby agree that the Merging Corporation shall be merged with and into the Surviving Corporation, and the Merging Corporation and the Surviving Corporation shall be a single corporation. The Surviving Corporation shall be the corporation continuing after the merger, and the separate existence of the Merging Corporation shall cease upon the Effective Date of this agreement.

ARTICLE II

The mode of carrying the merger into effect shall be as follows: Since all shares of the outstanding capital stock of the Merging Corporation are presently owned by the Surviving Corporation, no additional shares need be issued by the Surviving Corporation to reflect the ownership interest of the stockholders after the Effective Date. The certificates representing the shares of stock of the Merging Corporation shall be surrendered and cancelled on the Effective Date. The then outstanding shares of the Surviving Corporation shall continue thereafter to constitute all of the outstanding stock in such corporation.

ARTICLE III

Pursuant to applicable statutory provisions, the within merger does not require the approval of the shareholders of the Surviving Corporation or the Merging Corporation. The conditions of the applicable statutes of the State Alabama have been complied with as follows:

(a) All of the outstanding shares of capital stock of the Merging Corporation are presently, and upon the Effective Date of this merger will be, owned by the Surviving Corporation;

(b) This agreement does not conflict with or make any changes in the Certificate of Incorporation or the By-Laws of the Surviving Corporation;

(c) Since all shares of the Merging Corporation are owned by the Surviving Corporation, notice of the merger need not be given to shareholders of the Merging Corporation.

ARTICLE IV

This Agreement of Merger and Plan of Reorganization shall become effective upon the date it is filed with the Secretary of State of the State of Alabama.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereto, by their respective Chief Executive Officers and Assistant Secretaries, thereunto duly authorized by the respective Board of Directors of each of the Constituent Corporations.

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SIMSCO, INC.
an Alabama Corporation

By: T. Morris Hackney
T. Morris Hackney
Chairman of Board of Directors
and Chief Executive Officer

ATTEST:

Thomas A. Ritchie
Thomas A. Ritchie
Assistant Secretary

CITATION CAROLINA CORP.
an Alabama corporation

By: T. Morris Hackney
T. Morris Hackney
Chairman of Board of Directors
and Chief Executive Officer

ATTEST:

Thomas A. Ritchie
Thomas A. Ritchie
Assistant Secretary

VERIFICATION

T. Morris Hackney, as Chairman of the Board of Directors and Chief Executive Officer of Simsco, Inc., an Alabama corporation, does hereby certify and verify that pursuant to the provisions of §10-2A-144 of the Code of Alabama 1975, all of the Directors of Alabama Citation Carolina Corp. consented in writing on the 8th day of December, 1986, to the adoption of the foregoing Agreement of Merger and Plan of Reorganization.

Witness my hand this 8th day of December, 1986.

T. Morris Hackney
T. Morris Hackney

VERIFICATION

T. Morris Hackney, as Chairman of the Board of Directors and Chief Executive Officer of Citation Carolina Corp., an Alabama corporation, does hereby certify and verify that pursuant to the provisions of § 10-2A-144 of the Code of Alabama 1975, all of the Directors of Foundry Service, Incorporated consented in writing on the 8th day of December 1986, to the adoption of the foregoing Agreement of Merger and Plan of Reorganization.

Witness my hand this 8th day of December, 1986.

T. Morris Hackney
T. Morris Hackney

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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 Simsco, Inc. into Citation Carolina Corp., both Alabama corporations

duly signed and verified pursuant to the provisions of Section 10-2A-144, 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 Simsco, Inc. into Citation Carolina Corp.

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.

December 19, 1986

Date

Don Siegelman

Secretary of State

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

1987 JAN 14 PM 12:07

Thomas A. Johnson, Jr.
JUDGE OF PROBATE

Recd 25.00
Jud 1.00
26.00

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 December 19, 1986

Dated 12-19-86

Secretary of State

Alan Pugh