

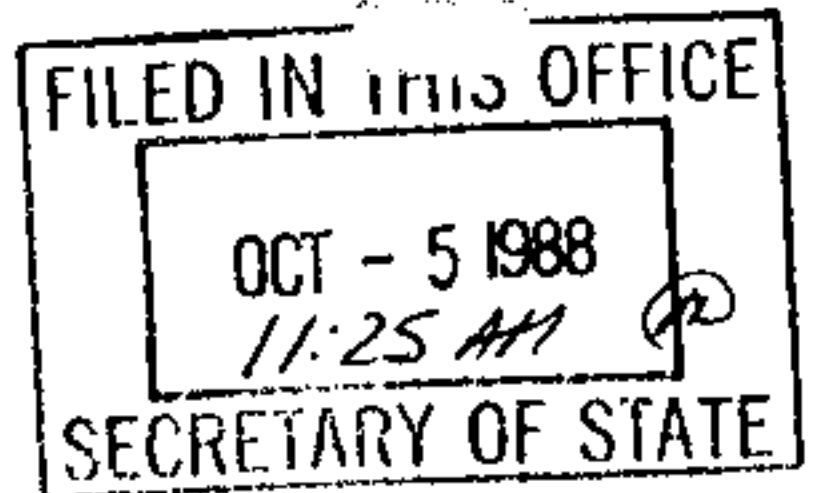
ARTICLES OF MERGER

OF

DEAN SHIELDS, INC.

AND

BEACON ENGINEERING COMPANY, INC.



To the Secretary of State
State of Alabama

Pursuant to the provisions of the Alabama Business Corporation Act governing the merger of a domestic wholly-owned subsidiary business corporation into its foreign parent business corporation, the foreign parent business corporation, hereinafter named does hereby adopt the following articles of merger.

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Alabama, and which is subject to the provisions of the Alabama Business Corporation Act, is Dean Shields, Inc.
2. The name of the parent corporation, which is a business corporation organized under the laws of the State of Delaware, is Beacon Engineering Company, Inc.
3. The number of outstanding shares of Dean Shields, Inc. is 1,000, all of which are of one class, and all of which are owned by Beacon Engineering Company, Inc.
4. The following is the Plan of Merger for merging Dean Shields, Inc. into Beacon Engineering Company, Inc. as approved by resolution of the Board of Directors of Beacon Engineering Company, Inc.

"1. Beacon Engineering Company, Inc., which is a business corporation of the State of Delaware and is the owner of all of the outstanding shares of Dean Shields, Inc., which is a business corporation of the State of Alabama, hereby merges Dean Shields, Inc. into Beacon Engineering Company, Inc. pursuant to the provisions of the Alabama Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of Beacon Engineering Company, Inc.

"2. The separate existence of Dean Shields, Inc. shall cease upon the effective date of the merger pursuant to the provisions of the Alabama Business Corporation Act; and Beacon Engineering Company, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

"3. The issued shares of Dean Shields, Inc. shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.

"4. The Board of Directors and the proper officers of Beacon Engineering Company, Inc. are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

Mrs. Ethleen Bazzell
Capell, Howard, Knabe & Cobbs
57 Adams Avenue
Montgomery, AL 36104

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"5. Beacon Engineering Company, Inc. is the owner of all of the issued shares of Dean Shields, Inc., and Beacon Engineering Company, Inc. waived the mailing of a copy of the plan of merger."

5. The laws of the jurisdiction of organization of Beacon Engineering Company, Inc. permit a merger of a wholly-owned subsidiary business corporation of another jurisdiction into a parent business corporation of the jurisdiction of organization of Beacon Engineering Company, Inc.; and the merger of Dean Shields, Inc. into Beacon Engineering Company, Inc. is in compliance with the laws of the jurisdiction of organization of Beacon Engineering Company, Inc.

6. Beacon Engineering Company, Inc. does hereby agree that it may be served with process in the State of Alabama in any proceeding for the enforcement of any obligation of Dean Shields, Inc. and does hereby irrevocably appoint the Secretary of State of the State of Alabama as its agent to accept service of process in any such proceeding.

7. The county in the State of Alabama in which the articles of incorporation of Dean Shields, Inc. is filed is Shelby County.

Executed on September 30, 1988

Beacon Engineering Company, Inc.

By: Dean Shields, Pres
Dean Shields, President

Susie Shields, Sec.
Susie Shields, Secretary

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STATE OF GEORGIA

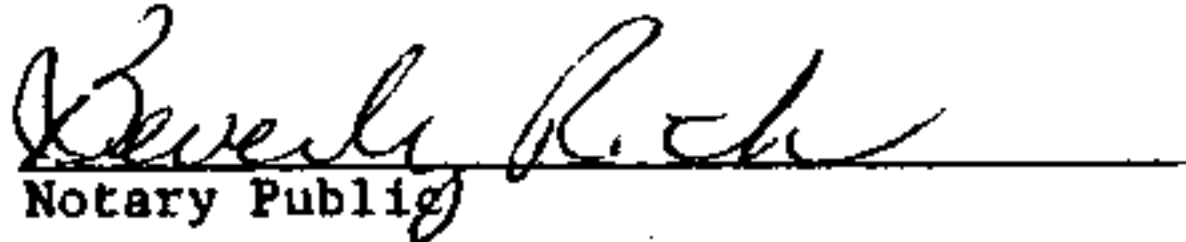
SS.:

COUNTY OF PICKENS

Before me, the undersigned authority in and for said County and State, personally appeared Dean Shields, who being by me first duly sworn, doth depose and say that he is the President of Dean Shields, Inc. and that the foregoing statements contained in this document are true, full and correct.


Dean Shields, President

Subscribed and sworn to before me on this 30 day of September, A. D. 1988.


Notary Public

Commission expires:
Notary Public, Georgia, State at Large
My Commission expires February 19, 1989

The foregoing Articles of Merger were prepared by

Joseph J. Fumei, C.P.A., P.C.
440 Cove Road
Jasper, GA 30143

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STATE OF ALABAMA

I, Glen Browder, 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 Dean Shields, Inc., an Alabama corporation, into Beacon Engineering Company Inc., a Delaware corporation

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 Dean Shields, Inc. into Beacon Engineering Company 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.

October 5, 1988

Date

Glen Browder

Secretary of State

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

88 OCT -7 AM 8:41

Thomas A. Browder, Jr.
JUDGE OF PROBATE

Rec'd 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 October 5, 1988

Dated 10-5-88

Glen Browder
Glen Browder
Secretary of State