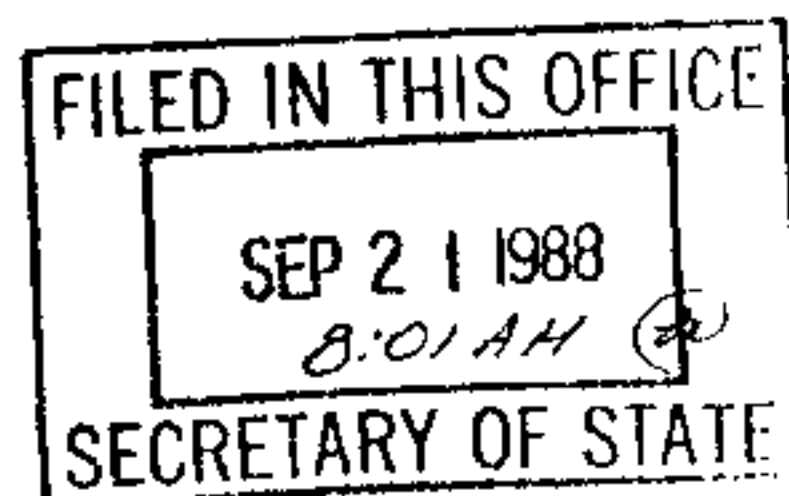


790



ARTICLES OF MERGER
OF
DRAVO LIME COMPANY
(a Delaware corporation)
SI LIME COMPANY
(an Alabama corporation)
AND
ROUND ROCK LIME COMPANY
(a Texas corporation)

Pursuant to the applicable provisions of their respective states of incorporation, the undersigned corporations adopt the following Articles of Merger for the purpose of providing for a merger of SI Lime Company and Round Rock Lime Company into Dravo Lime Company, a Delaware corporation.

ARTICLE ONE

The names of the undersigned corporations, the States under the laws of which they are respectively organized and, as to the Alabama corporation, the county in which its Articles of Incorporation are filed, are:

<u>Name of Corporation</u>	<u>State of Incorporation</u>	<u>County</u>
Dravo Lime Company	Delaware	N/A
SI Lime Company	Alabama	Mobile
Round Rock Lime Company	Texas	N/A

The laws of the States of Delaware, Alabama and Texas permit such merger.

826
041
170
X00X

ARTICLE TWO

The class, number of shares outstanding, and number of shares voted in favor of and against the Plan and Agreement of Merger, none of which are entitled to vote as a class, for each of the undersigned corporations respectively, are:

<u>Name of Corporation</u>	<u>Class</u>	<u>Shares</u>		<u>Number Voted for Plan and Agreement of Merger</u>	
		<u>Number Outstanding</u>		<u>For</u>	<u>Against</u>
Dravo Lime Company	Common Stock	10,000		10,000	-0-
SI Lime Company	Common Stock	10		10	-0-
Round Rock Lime Company	Common Stock	1,000		1,000	-0-

ARTICLE THREE

A copy of the Plan and Agreement of Merger is attached hereto as Exhibit A.

ARTICLE FOUR

Dravo Lime Company, the surviving corporation, hereby:

(a) agrees that it may be served with process in the State of Alabama in any proceeding for the enforcement of any obligation of SI Lime Company; (b) agrees that it may be served with process in the State of Texas in any proceeding for the enforcement of any obligation of Round Rock Lime Company; (c) irrevocably appoints the Secretary of State of Alabama as the agent of the surviving

corporation to accept service of process in any proceeding referred to in clause (a) above and irrevocably appoints the Secretary of State of Texas as the agent of the surviving corporation to accept service of process in any proceeding referred to in clause (b) above and the address to which the service of process in any such proceeding shall be mailed is Dravo Lime Company, 61 St. Joseph Street, P. O. Box 1685, Mobile, Alabama 36602, Attention: Vice President, General Counsel and Secretary.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed in its name by its President and Secretary, as of the 14th day of September, 1988.

DRAVO LIME COMPANY

By: Carl A. Gilbert
Carl A. Gilbert
President

By: James A. Berneburg
James A. Berneburg, Secretary

SI LIME COMPANY

By: Carl A. Gilbert
Carl A. Gilbert
President

By: James A. Berneburg
James A. Berneburg, Secretary

ROUND ROCK LIME COMPANY

By: Carl A. Gilbert
Carl A. Gilbert
President

By: James A. Berneburg
James A. Berneburg, Secretary

BOOK 041 PAGE 829

STATE OF Pennsylvania :
COUNTY OF Allegheny : SS:
:

I, Carole J. Davey, a Notary Public, do hereby
certify that on this 14th day of Sept, 1988, personally
appeared before me Carl A. Gilbert and James A. Berneburg, who
being by me first duly sworn declared that they are the President
and Secretary of DRAVO LIME COMPANY, that they signed the
foregoing document as President and Secretary of the corporation
and that the statements therein contained are true.

Carole J. Davey
Notary Public

[Notarial Seal]

CAROLE J. DAVEY, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES JUNE 2, 1992
Member, Pennsylvania Association of Notaries

BOOK 041 PAGE 830

STATE OF Pennsylvania :
COUNTY OF Allegheny : SS:

I, Carole J. Davey, a Notary Public, do hereby
certify that on this 14th day of Sept., 1988, personally
appeared before me Carl A. Gilbert and James A. Berneburg, who
being by me first duly sworn declared that they are the President
and Secretary of SI LIME COMPANY, that they signed the foregoing
document as President and Secretary of the corporation and that
the statements therein contained are true.

Carole J. Davey
Notary Public

[Notarial Seal]

CAROLE J. DAVEY, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES JUNE 2, 1992
Member, Pennsylvania Association of Notaries

BOOK 041 PAGE 831

STATE OF Pennsylvania :
COUNTY OF Allegheny : ss:

I, Carole J. Davey, a Notary Public, do hereby
certify that on this 14 day of Sept., 1988, personally
appeared before me Carl A. Gilbert and James A. Berneburg, who
being by me first duly sworn declared that they are the President
and Secretary of ROUND ROCK LIME COMPANY, that they signed the
foregoing document as President and Secretary of the corporation
and that the statements therein contained are true.

Carole J. Davey
Notary Public

[Notarial Seal]

CAROLE J. DAVEY, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES JUNE 2, 1992
Member, Pennsylvania Association of Notaries

BOOK 041 PAGE 832

STATE OF

Pennsylvania

:

COUNTY OF

Allegheny

:

ss:

Before me, Carole J. Davey, a Notary Public on this day personally appeared Carl A. Gilbert and James A. Berneburg, known to me to be the persons whose names are subscribed to the foregoing instrument, and known to me to be the President and Secretary, respectively, of DRAVO LIME COMPANY, a Delaware corporation, and acknowledged to me that they executed said instrument for the purposes and consideration therein expressed, as the act of said corporation. Given under my hand and official seal this 14th day of Sept., 1988.

Carole J. Davey
Notary Public

[Notarial Seal]

CAROLE J. DAVEY, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES JUNE 2, 1992
Member, Pennsylvania Association of Notaries

BOOK 041 PAGE 833

STATE OF Pennsylvania :
COUNTY OF Allegheny : SS:
:

Before me, Carole J. Davey, a Notary Public on this day personally appeared Carl A. Gilbert and James A. Berneburg, known to me to be the persons whose names are subscribed to the foregoing instrument, and known to me to be the President and Secretary, respectively, of SI LIME COMPANY, an Alabama corporation, and acknowledged to me that they executed said instrument for the purposes and consideration therein expressed, as the act of said corporation. Given under my hand and official seal this 14th day of Sept, 1988.

Carole J. Davey
Notary Public

[Notarial Seal]

CAROLE J. DAVEY, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES JUNE 2, 1992
Member, Pennsylvania Association of Notaries

BOOK 041 PAGE 834

STATE OF Pennsylvania :
COUNTY OF Allegheny : SS:

Before me, Carole J. Davey, a Notary Public on this day personally appeared Carl A. Gilbert and James A. Berneburg, known to me to be the persons whose names are subscribed to the foregoing instrument, and known to me to be the President and Secretary, respectively, of ROUND ROCK LIME COMPANY, a Texas corporation, and acknowledged to me that they executed said instrument for the purposes and consideration therein expressed, as the act of said corporation. Given under my hand and official seal this 14th day of Sept., 1988.

Carole J. Davey
Notary Public

[Notarial Seal]

CAROLE J. DAVEY, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES JUNE 2, 1992
Member, Pennsylvania Association of Notaries

BOOK 041 PAGE 835

EXHIBIT A

PLAN AND AGREEMENT OF MERGER
BETWEEN
DRAVO LIME COMPANY
(a Delaware corporation)
AND
SI LIME COMPANY
(an Alabama corporation)
AND
ROUND ROCK LIME COMPANY
(a Texas corporation)

Plan and Agreement of Merger, dated this ____ day of _____, 1988, made by and among DRAVO LIME COMPANY, a Delaware corporation, SI LIME COMPANY, an Alabama corporation, and ROUND ROCK LIME COMPANY, a Texas corporation (hereinafter collectively referred to as the "Constituent Corporations").

WITNESSETH:

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, the Constituent Corporations, by their respective Boards of Directors have agreed and do hereby agree each with the other as follows:

ONE

NAMES OF MERGING CORPORATIONS
AND THE SURVIVING CORPORATION

The names of the corporations proposing to merge are:

1. Dravo Lime Company, a Delaware corporation;
2. SI Lime Company, an Alabama corporation; and
3. Round Rock Lime Company, a Texas corporation,

by merging SI Lime Company and Round Rock Lime Company into Dravo Lime Company, which shall be the surviving corporation and shall

be governed by the laws of the State of Delaware (hereinafter referred to as the "Surviving Corporation").

TWO

TERMS AND CONDITIONS OF THE MERGER

Upon the merger becoming effective as provided in the applicable provisions of the laws of the States of Alabama, Texas and Delaware (the time when the merger shall so become effective being sometimes herein referred to as the "effective time of the merger"):

1. The three Constituent Corporations shall be a single corporation, which shall be Dravo Lime Company as the Surviving Corporation, and the separate existences of SI Lime Company and Round Rock Lime Company shall cease except to the extent provided by the laws of the States of Alabama and Texas in the case of a corporation after its merger into another corporation.

2. The Surviving Corporation shall thereupon and thereafter possess all of the rights, privileges, powers and franchises as well of a public as of a private nature, and be subject to all of the restrictions, disabilities and duties of each of the Constituent Corporations; and all property, real, personal and mixed of, and all debts due to, any of the Constituent Corporations on whatever account, including stock subscriptions and all other things in action or belonging to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed; and the title to any real estate and any interest therein vested in any of the Constituent Corporations shall be preserved unimpaired, 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 said debts, liabilities and duties had been incurred or contracted by it.

3. The registered agent of Dravo Lime Company, The Corporation Trust Company, whose registered address is 100 West Tenth Street, Wilmington, Delaware, shall be the registered agent of the Surviving Corporation.

4. The bylaws of the Dravo Lime Company as existing and constituted immediately prior to the effective time of merger shall be and constitute the bylaws of the Surviving Corporation.

5. The board of directors, and the members thereof, and the officers of Dravo Lime Company immediately prior to the effective time of merger shall be and constitute the board of directors, and the members thereof, and the officers of the Surviving Corporation.

THREE

CERTIFICATE OF INCORPORATION OF THE SURVIVING COMPANY

The certificate of incorporation of Dravo Lime Company shall not be amended in any respect, by reason of this Agreement of Merger, and said certificate of incorporation, as filed in the Office of the Secretary of State of the State of Delaware on the 8th day of April, 1974, shall constitute the certificate of incorporation of the Surviving Corporation until further amended in the manner provided by law, and is set forth in Exhibit A attached hereto and made a part of this Plan and Agreement of Merger with the same force and effect as if set forth in full

herein. The certificate of incorporation as set forth in said Exhibit A and separate and apart from this Plan and Agreement of Merger may be certified separately as the certificate of incorporation of the Surviving Corporation.

FOUR

MANNER OF TREATMENT OF SHARES OF THE CONSTITUENT CORPORATIONS

1. All of the then issued and outstanding common shares (par value \$100 per share) of SI Lime Company shall by virtue of the merger and at the effective time of the merger be converted into and exchanged for the right to receive, at the option of the sole shareholder of SI Lime Company, cash in the amount of or property of a value equal to the book value of SI Lime Company as of August 31, 1988.

2. All of the then issued and outstanding common shares (par value \$1.00 per share) of Round Rock Lime Company shall by virtue of the merger and at the effective time of the merger be converted into and be exchanged for the right to receive, at the option of the sole shareholder of Round Rock Lime Company, cash in the amount of or property of a value equal to the book value of Round Rock Lime Company as of August 31, 1988.

3. There shall be no change in the designation or number of authorized, issued or outstanding shares of the common stock of the Surviving Corporation, nor shall any class of stock be created by virtue of the merger.

FIVE

FURTHER ASSURANCES

If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Corporation the title to any property or rights of SI Lime Company or Round Rock Lime Company, the proper officers and directors of such corporations shall execute and make all such proper assignments and assurances in law and do all things necessary or proper to thus vest such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Plan and Agreement of Merger.

SIX

SHAREHOLDER APPROVAL

BOOK 041 PAGE 840
This Plan and Agreement of Merger shall be submitted to the shareholders and stockholders of each of the Constituent Corporations, as provided by law, and shall take effect, and be deemed and be taken to be the Plan and Agreement of Merger of said corporations upon the approval or adoption thereof by the shareholders of each of the Constituent Corporations in accordance with the requirements of the laws of the States of Delaware, Alabama and Texas, respectively, and upon the execution, filing and recording of such documents and the doing of such acts and things as shall be required for accomplishing the merger under the provisions of the applicable statutes of the States of Delaware, Alabama and Texas, as heretofore amended and supplemented.

SEVEN

ABANDONMENT

Anything herein or elsewhere to the contrary notwithstanding, this Plan and Agreement of Merger may be abandoned by any of the Constituent Corporations by an appropriate resolution of its board of directors at any time prior to its approval or adoption by the shareholders thereof, or by the mutual consent of the Constituent Corporations evidenced by appropriate resolutions of their respective boards of directors, at any time prior to the effective time of the merger.

IN WITNESS WHEREOF, the Constituent Corporations, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors have caused this Plan and Agreement of Merger to be executed by the President and attested by the Secretary of each party hereto, and the corporate seal affixed.

DRAVO LIME COMPANY

By: _____

Carl A. Gilbert,
President

ATTEST:

By: _____

James A. Berneburg,
Secretary

SI LIME COMPANY

By: _____
Carl A. Gilbert,
President

ATTEST:

By: _____
James A. Berneburg,
Secretary

ROUND ROCK LIME COMPANY

By: _____
Carl A. Gilbert,
President

ATTEST:

By: _____
James A. Berneburg,
Secretary

BOOK 041 PAGE 842

I, James A. Berneburg, Secretary of Dravo Lime Company, a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary and under the seal of the said corporation, that the Plan and Agreement of Merger to which this certificate is attached, having been signed on behalf of the said corporation by its President and having been signed on behalf of SI Lime Company, an Alabama Corporation, and Round Rock Lime Company, a Texas corporation, after having been approved by the unanimous written consent of the directors of Dravo Lime Company, was duly adopted pursuant to section 228 of Title 8 of the Delaware Code of 1953, by the unanimous written consent of the stockholders holding 10,000 shares of the capital stock of Dravo Lime Company, being all of the shares issued and outstanding having voting power, which Plan and Agreement of Merger was thereby adopted as the act of the stockholders of said Dravo Lime Company, and the duly adopted agreement and act of said corporation.

Witness my hand and the seal of said Dravo Lime Company, on this ____ day of _____, 1988.

James A. Berneburg, Secretary

[Corporate Seal]

BOOK 041 PAGE 843

I, James A. Berneburg, Secretary of SI Lime Company, a corporation organized and existing under the laws of the State of Alabama, hereby certify, as such Secretary and under the seal of the said corporation, that the Plan and Agreement of Merger to which this certificate is attached, having been signed on behalf of said corporation by its President and having been signed on behalf of Dravo Lime Company, a Delaware corporation, and Round Rock Lime Company, a Texas corporation, after having been approved by the unanimous written consent of the directors of SI Lime Company, was duly adopted pursuant to section 10-2A-56 of the Alabama Business Corporation Act, by the unanimous written consent of the stockholders holding 10 shares of the capital stock of SI Lime Company, being all of the shares issued and outstanding having voting power, which Plan and Agreement of Merger was thereby adopted as the act of the stockholders of said SI Lime Company, and the duly adopted agreement and act of said corporation.

Witness my hand and the seal of said SI Lime Company, on this _____ day of _____, 1988.

James A. Berneburg, Secretary

[Corporate Seal]

BOOK 041 PAGE 844

I, James A. Berneburg, Secretary of Round Rock Lime Company, a corporation organized and existing under the laws of the State of Texas, hereby certify, as such Secretary and under the seal of the said corporation, that the Plan and Agreement of Merger to which this certificate is attached, having been signed on behalf of the said corporation by its President and having been signed on behalf of Dravo Lime Company, a Delaware corporation, and SI Lime Company, an Alabama corporation, after having been approved by the unanimous written consent of the directors of Round Rock Lime Company, was duly adopted pursuant to Article 9.10 of the Texas Business Corporation Act, by the unanimous written consent of the stockholders holding 1,000 shares of the capital stock of Round Rock Lime Company, being all of the shares issued and outstanding having voting power, which Plan and Agreement of Merger was thereby adopted as the act of the stockholders of said Round Rock Lime Company, and the duly adopted agreement and act of said corporation.

Witness my hand and the seal of said Round Rock Lime Company, on this ____ day of _____, 1988.

James A. Berneburg, Secretary

[Corporate Seal]

BOOK 041 PAGE 845

STATE OF _____ :
COUNTY OF _____ : SS:

Be it remembered that on this _____ day of _____, 1988, personally came before me a notary public in and for the county and state aforesaid, Carl A. Gilbert, President of Dravo Lime Company, a corporation of the State of Delaware and one of the corporations described in and which executed the foregoing Plan and Agreement of Merger, known to me personally to be such, and he the said Carl A. Gilbert, as such President duly executed said Plan and Agreement of Merger before me and acknowledged said Plan and Agreement of Merger to be the act, deed and agreement of said Dravo Lime Company, that the signatures of the said President and the Secretary of said corporation to said foregoing Plan and Agreement of Merger are in the handwriting of said President and Secretary of said Dravo Lime Company, and that the seal affixed to said Plan and Agreement of Merger is the common corporate seal of said corporation.

In witness whereof, I have hereunto set my hand and seal of office the day and year aforesaid.

Notary Public

[Notarial Seal]

BOOK 041 PAGE 846

STATE OF _____ :
COUNTY OF _____ : ss:

Be it remembered that on this _____ day of _____, 1988, personally came before me a notary public in and for the county and state aforesaid, Carl A. Gilbert, President of SI Lime Company, a corporation of the State of Alabama and one of the corporations described in and which executed the foregoing Plan and Agreement of Merger, known to me personally to be such, and he the said Carl A. Gilbert as such President duly executed said Plan and Agreement of Merger before me and acknowledged said Plan and Agreement of Merger to be the act, deed and agreement of said SI Lime Company, that the signatures of the said President and the Secretary of said corporation to said foregoing Plan and Agreement of Merger are in the handwriting of said President and Secretary of said SI Lime Company, and that the seal affixed to said Plan and Agreement of Merger is the common corporate seal of said corporation.

In witness whereof, I have hereunto set my hand and seal of office the day and year aforesaid.

Notary Public

[Notarial Seal]

BOOK 041 PAGE 847

STATE OF _____ :
COUNTY OF _____ : SS:
:

Be it remembered that on this ____ day of _____, 1988, personally came before me a notary public in and for the county and state aforesaid, Carl A. Gilbert, President of Round Rock Lime Company, a corporation of the State of Texas and one of the corporations described in and which executed the foregoing Plan and Agreement of Merger, known to me personally to be such, and he the said Carl A. Gilbert, as such President duly executed said Plan and Agreement of Merger before me and acknowledged said Plan and Agreement of Merger to be the act, deed and agreement of said Round Rock Lime Company, that the signatures of the said President and the Secretary of said corporation to said foregoing Plan and Agreement of Merger are in the handwriting of said President and Secretary of said Round Rock Lime Company, and that the seal affixed to said Plan and Agreement of Merger is the common corporate seal of said corporation.

In witness whereof, I have hereunto set my hand and seal of office the day and year aforesaid.

Notary Public

[Notarial Seal]

BOOK 041 PAGE 848

90-2070



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 SI Lime Company, an Alabama corporation, and Round Rock Lime Company, a Texas corporation not qualified in Alabama,
into Dravo Lime Company, a Delaware corporation not qualified in Alabama

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

SI Lime Company and Round Rock Lime Company into Dravo Lime Company

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.

September 21, 1988

Glen Browder

Glen Browder

(p) Secretary of State

BOOK 041 PAGE 850

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED
90 JUN 12 PM 1:27

JUDGE OF PROBATE

Rec 25.00
Jud 3.00
28.00

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 September 21, 1988

Dated 9-21-88

Glen Browder

Glen Browder
Secretary of State