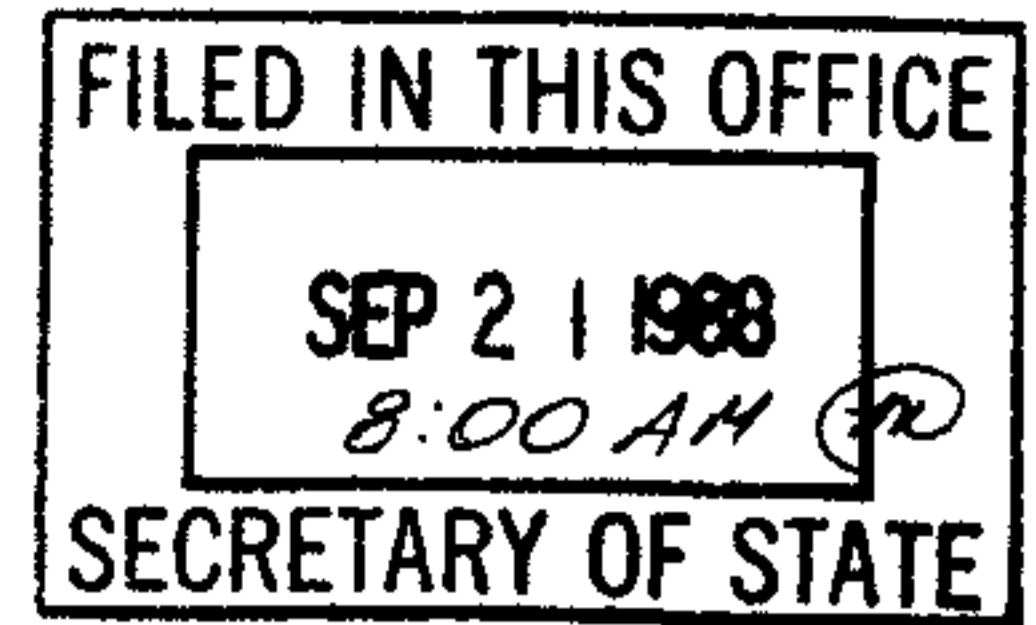


ARTICLES OF MERGER
OF
SOUTHERN INDUSTRIES CORPORATION
INTO
DRAVO BASIC MATERIALS COMPANY, INC.



Pursuant to Section 85 of
the Alabama Business Corporation Act

The undersigned corporations, both being Alabama corporations, hereby
execute the following articles of merger:

ARTICLE ONE

The plan of merger is as follows:

See Exhibit A attached hereto.

ARTICLE TWO

The number of shares of stock outstanding and the number of shares of
stock entitled to vote, of which no shares are entitled to vote as a class, for
each corporation are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Entitled to Vote</u>
Southern Industries Corporation	3,058,782	3,058,782
Dravo Basic Materials Company, Inc.	7,513	7,513

ARTICLE THREE

The number of shares of stock voted for and against the plan of merger,
of which no shares are entitled to vote as a class, for each corporation are as

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follows:

<u>Name of Corporation</u>	<u>Total Shares Voted For</u>	<u>Total Shares Voted Against</u>
Southern Industries Corporation	3,058,782	-0-
Dravo Basic Materials Company, Inc.	7,513	-0-

ARTICLE FOUR

The counties in which the articles of incorporation, for each corporation, were filed are as follows:

Southern Industries Corporation Mobile

Dravo Basic Materials Company, Inc. Mobile

IN WITNESS WHEREOF, each of the undersigned corporations has caused these articles of merger to be executed in its name by its ^{Executive Vice} President and Secretary, as of the 16th day of September, 1988.

SOUTHERN INDUSTRIES CORPORATION

By: Ernest F. Ladd, III
Ernest F. Ladd, III,
Executive Vice President

and: James A. Berneburg
James A. Berneburg, Secretary

DRAVO BASIC MATERIALS COMPANY, INC.

By: Ernest F. Ladd, III
Ernest F. Ladd, III,
Executive Vice President

and: James A. Berneburg
James A. Berneburg, Secretary

STATE OF ALABAMA,
COUNTY OF MOBILE.

I, Barbara D. Nelson, a Notary Public, do hereby certify that on this 16th day of September, 1988, personally appeared before me ERNEST F. LADD, III and JAMES A. BERNEBURG, who being by me first duly sworn declared that they are the Executive Vice President and Secretary of DRAVO BASIC MATERIALS COMPANY, INC., that they signed the foregoing document as Executive Vice President and Secretary of the corporation and that the statements therein contained are true.

Barbara D. Nelson
Notary Public

STATE OF ALABAMA,
COUNTY OF MOBILE.

I, Barbara D. Nelson, a Notary Public, do hereby certify that on this 16th day of September, 1988, personally appeared before me ERNEST F. LADD, III and JAMES A. BERNEBURG, who being by me first duly sworn declared that they are the Executive Vice President and Secretary of SOUTHERN INDUSTRIES CORPORATION, that they signed the foregoing document as Executive Vice President and Secretary of the corporation and that the statements therein contained are true.

Barbara D. Nelson
Notary Public

PLAN OF MERGER
OF
DRAVO BASIC MATERIALS COMPANY, INC.
AND
SOUTHERN INDUSTRIES CORPORATION

ONE
NAMES OF MERGING CORPORATIONS
AND SURVIVING CORPORATION

The names of the Corporations proposing to merge are:

Southern Industries Corporation, an Alabama corporation, and
Dravo Basic Materials Company, Inc., an Alabama corporation,
herein collectively referred to as the "Constituent Corporations," by Southern
Industries Corporation merging into Dravo Basic Materials Company, Inc.,
hereinafter referred to as the "Surviving Corporation," which Surviving
Corporation shall be governed by the laws of the State of Alabama.

TWO
TERMS AND CONDITIONS OF THE MERGER

Upon the issuance of the certificate of merger by the Secretary of
State of the State of Alabama, the merger shall be effected.

When the merger has been effected:

- (a) The Constituent Corporations shall be a single corporation, which
shall be the Surviving Corporation.
- (b) The existence of SOUTHERN INDUSTRIES CORPORATION shall cease.

(c) The Surviving Corporation shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the Alabama Business Corporation Act.

(d) The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger.

(e) The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations; and any claim existing or action or proceeding pending by or against any of the Constituent Corporations may be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by the merger.

(f) The registered agent of DRAVO BASIC MATERIALS COMPANY, INC., James A. Berneburg, whose registered office is 61 St. Joseph Street, Mobile, Alabama 36602, shall be the registered agent of the Surviving Corporation.

(g) The bylaws of DRAVO BASIC MATERIALS COMPANY, INC., existing and constituted immediately prior to the merger becoming effective, shall be and constitute the bylaws of the Surviving Corporation.

(h) The board of directors, and the members thereof, and the officers of Dravo Basic Materials Company, Inc., immediately prior to the merger becoming effective shall be and constitute the board of directors, and members thereof, and the officers of the Surviving Corporation.

THREE

MANNER OF CONVERTING STOCK

The manner of converting the stock of each of the Constituent Corporations into stock of the Surviving Corporation shall be as follows:

1. All of the issued and outstanding stock of DRAVO BASIC MATERIALS COMPANY, INC. shall be cancelled as a result of the merger.

2. All of the 3,058,782 shares of the issued and outstanding common stock, \$.05 par value per share, of SOUTHERN INDUSTRIES CORPORATION shall be converted into and become one hundred (100) shares of fully paid and nonassessable common stock, \$10.00 par value per share, of DRAVO BASIC MATERIALS COMPANY, INC.

3. Upon the merger becoming effective, the holder of all of the shares of the issued and outstanding common stock of SOUTHERN INDUSTRIES CORPORATION, upon surrender to the Surviving Corporation of one or more stock certificates for such shares of common stock of SOUTHERN INDUSTRIES CORPORATION for cancellation, shall be entitled to receive one or more stock certificates for the one hundred (100) shares of common stock of DRAVO BASIC MATERIALS COMPANY, INC., into which all of the shares of common stock of SOUTHERN INDUSTRIES CORPORATION shall have been converted as hereinbefore provided. Until so surrendered, each outstanding certificate which, prior to the effective date of the merger, represented shares of SOUTHERN INDUSTRIES CORPORATION shall be deemed, for all corporate purposes, to represent the ownership of the common stock of DRAVO BASIC MATERIALS COMPANY, INC. on the basis hereinbefore provided.

FOUR

ARTICLES OF INCORPORATION

The Restated Articles of Incorporation of DRAVO BASIC MATERIALS COMPANY, INC. at the effective time of the merger shall become and continue to be the Restated Articles of Incorporation of the Surviving Corporation until changed as provided by law.

DATED the _____ day of _____, 1988.

ATTEST:

DRAVO BASIC MATERIALS COMPANY, INC.

By: _____
James A. Berneburg
Secretary

By: _____
Ernest F. Ladd, III
Executive Vice President

ATTEST:

SOUTHERN INDUSTRIES CORPORATION

By: _____
James A. Berneburg
Secretary

By: _____
Ernest F. Ladd, III
Executive Vice President



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 Southern Industries Corporation
into Dravo Basic Materials Company, Inc., both Alabama corporations

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 Southern Industries Corporation into Dravo Basic Materials 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.

September 21, 1988

Date

Glen Browder

Secretary of State



**STATE OF ALABAMA
OFFICE OF THE SECRETARY OF STATE**

*I hereby certify that this is a true and correct copy of the
document(s) filed in this office and certificate issued by this
office on 9-21-88*

**Billy Joe Camp
Secretary of State**

10-21-92
Date

Inst. # 1992-27654

**11/20/1992-27654
09:38 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
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