

This Instrument Prepared By:

Howard Donovan, Esq.
1 Independence Plaza
Suite 510
Birmingham, Alabama 35209

ARTICLES OF INCORPORATION
OF
INTERNATIONAL SILICA, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, for the purpose of forming a corporation under the Alabama Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE
NAME

The name of the Corporation is International Silica, Inc.

ARTICLE TWO
DURATION

The Corporation shall have perpetual duration.

ARTICLE THREE
PURPOSE

The nature of the business or purposes to be conducted or promoted are:

- (a) to engage in the production of silica and related minerals;
- (b) to engage in any lawful act or activity for which corporations may be organized under the Alabama Business Corporation Act.

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**ARTICLE FOUR
REGISTERED AGENT AND OFFICE**

The address of its initial registered office in the State of Alabama is 15 Holly Brook Lane, Leeds, Alabama 35094 and the name of its initial registered agent at such address is Arthur C. Hartley, III.

**ARTICLE FIVE
CAPITAL**

The total number of shares of stock which the Corporation shall have authority to issue is 5,000 shares, consisting of 5,000 shares of Common Stock, par value \$.01 per share.

**ARTICLE SIX
DIRECTORS**

The Board of Directors shall have the power to make, alter or repeal the Bylaws of the Corporation at any meeting at which a quorum is present by the affirmative vote of a majority of the whole Board of Directors. Election of Directors need not be by written ballot. The names and mailing addresses of the initial Board of Directors, to serve until his successors are elected and qualified pursuant to the Alabama Business Corporation Act and the Bylaws adopted by this Corporation, are as follows:

Arthur C. Hartley, III
15 Holly Brook Lane
Birmingham, Alabama 35094

**ARTICLE SEVEN
INCORPORATORS**

The name and mailing address of the sole Incorporator is as follows:

Howard Donovan
1 Independence Plaza
Suite 510
Birmingham, Alabama 35209

**ARTICLE EIGHT
RIGHT TO AMEND PROVISIONS IN ARTICLES**

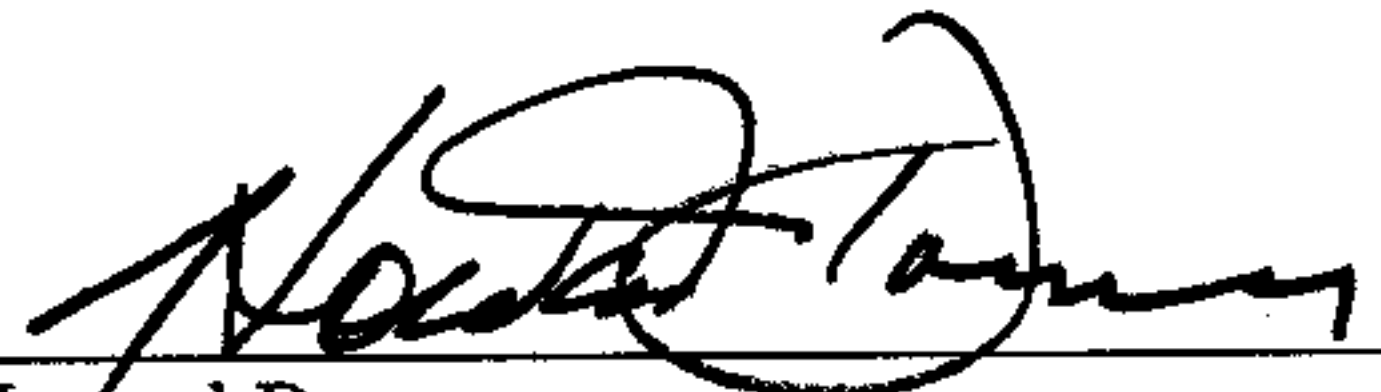
The Corporation reserves the right from time to time to amend, alter or repeal any provision contained in these Articles of Incorporation or to add one or more additional provisions in the manner now or hereafter prescribed by statute by vote of two-thirds (2/3) of the issued and outstanding shares of the Corporation (excluding treasury shares), all rights conferred on shareholders herein are granted subject to this reservation.

**ARTICLE NINE
PREEMPTIVE RIGHTS**

No Shareholder, by virtue of being a shareholder, shall enjoy any preemptive rights with regard to purchase of stock.

IN WITNESS WHEREOF, the undersigned, being the sole Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Alabama Business Corporation Act, does make these Articles and does hereby declare and certify that the facts stated herein are true, and accordingly does hereunto sign these Articles of Incorporation this 23rd day of NOV, 1992.

[SEAL]


Howard Donovan

STATE OF ALABAMA

I, Billy Joe Camp, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2A-26, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

International Silica, Inc.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Arthur Hartley, 1900 International Park Drive, Birmingham, AL 35243 for a period of one hundred twenty days beginning November 10, 1992 and expiring March 11, 1993.



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.

November 10, 1992

Date

A handwritten signature in dark ink, appearing to read 'Billy Joe Camp', written over a horizontal line.

Billy Joe Camp

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

INTERNATIONAL SILICA, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of INTERNATIONAL SILICA, INC., duly signed pursuant to the provisions of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of INTERNATIONAL SILICA, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 2nd day of DECEMBER, 19 92.

Thomas A. Snowden, Jr.

Judge of Probate

Inst # 1992-28801

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