

**ARTICLES OF INCORPORATION
OF
GEOSTONE RETAINING WALL SYSTEMS, INC.**

The undersigned, for the purpose of forming a corporation under the Alabama Business Corporation Act, as amended, hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of existence of the corporation is GEOSTONE RETAINING WALL SYSTEMS, INC.

ARTICLE II. DURATION

The term of existence of the corporations is perpetual.

ARTICLES III. PURPOSE

The purpose for which corporation is organized in to engage in the transaction of any or all lawful business for which corporation may be incorporation under Section 10-2A-1 et seq. of the Code of Alabama.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue is One Thousand (1,000) of all which shall be common shares with per value of One Dollar (\$1.00) per share.

ARTICLE V. LOCATION OF INITIAL REGISTERED OFFICE AND NAME OF INITIAL REGISTERED AGENT

The street address of the initial registered office shall be 1131 Highway 280, Westover, AL 35185, and the initial registered agent as such address shall be Fred R. Agee.

ARTICLE VI. DIRECTORS

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SHELBY COUNTY JUDGE OF PROBATE
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The corporation shall operate with no less than (1) director. The name and address of the initial Board of Directors who shall serve until predecessors have been elected are as follows:

Fred R. Agee, 1131 Hwy. 280, Westover, AL 35185

Becky Logan, 1131 Hwy. 280, Westover, AL 35185

ARTICLE VII. INCORPORATORS

The names and addresses of the incorporators are as follows:

Fred R. Agee, 1131 Hwy. 280, Westover, AL 35185

Becky Logan, 1131 Hwy. 280, Westover, AL 35185

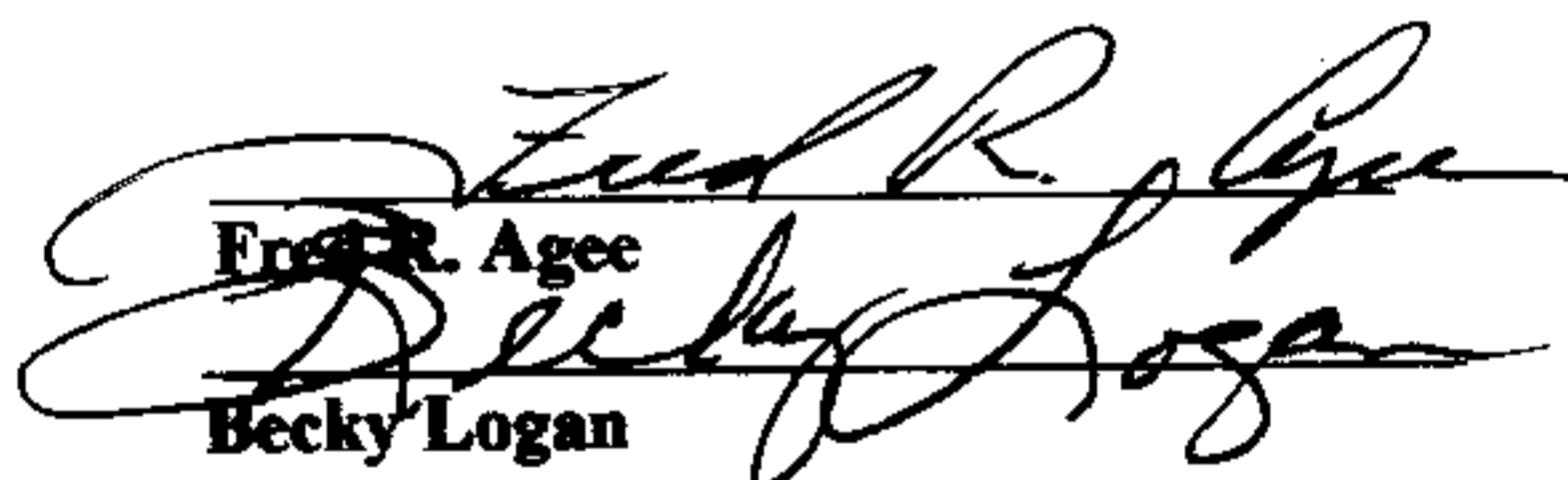
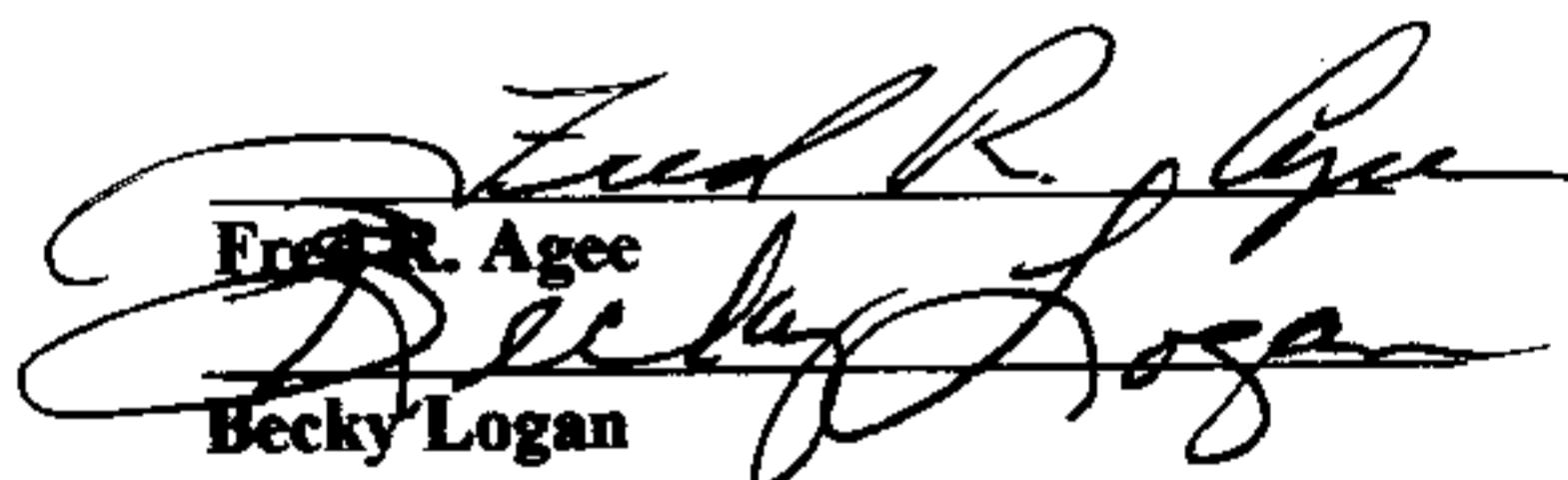
ARTICLE VIII. ACTION BY STOCKHOLDERS OR DIRECTORS WITHOUT MEETING

Any action required or permitted to be taken at any meeting of the Board of Directors of the stockholders, or any committee there of, may be taken without a meeting, in a written consent thereto is signed by all members of the Board of Directors, the stockholders, or the committee, whichever is applicable.

We, the undersigned, being the incorporators of Geostone Retaining Walls, Inc. have subscribed our names this

28th Day of September, 1999.

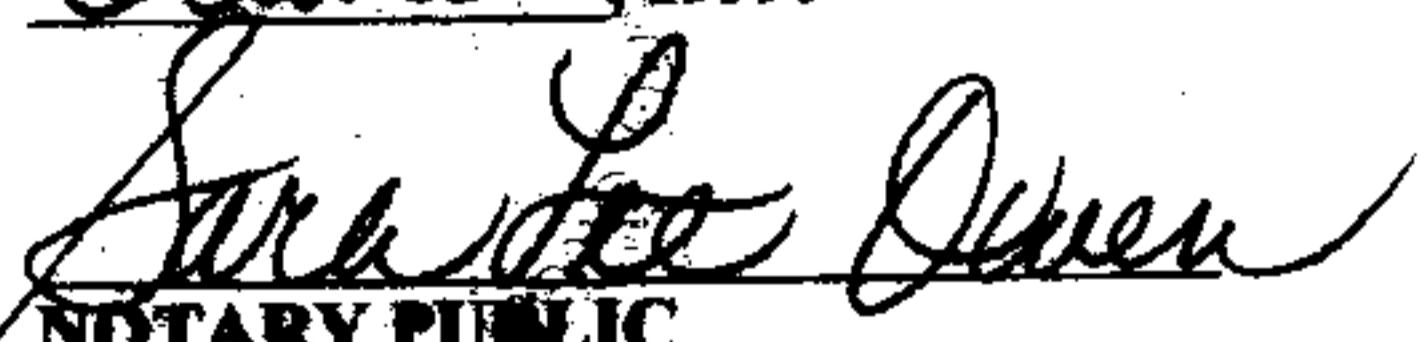
STATE OF ALABAMA:


Fred R. Agee

Becky Logan

SHELBY COUNTY:

I, the undersigned Notary Public in and for said County and said State at large, Hereby certify that whose names are signed to the forgoing Articles of Incorporation of Geostone Retaining Walls, Inc., are known to me to be the parties to same, acknowledged before Me on this day that, being informed of the contents of said Articles of Incorporation, they Executed the same voluntarily on the day of the same bears date and said Articles are The act and deed of the signed and the facts stated therein are true.

Given under my hand and seal of office on the 4 day of October, 1999.


Shirley D. Owen
NOTARY PUBLIC

STATE OF ALABAMA

I, Jim Bennett, 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 10-2B-4.02, 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:

GeoStone Retaining Wall Systems, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Becky Logan, PO Box 325, Westover, AL 35185 for a period of one hundred twenty days beginning September 17, 1999 and expiring January 16, 2000.



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 17, 1999

Date

A handwritten signature in black ink that reads "Jim Bennett".

Jim Bennett

Secretary of State

Inst # 1999-41478

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