

**ARTICLES OF ORGANIZATION
OF
PAVER-GRATE, L.L.C.**

Inst # 2001-48782

STATE OF ALABAMA

COUNTY OF SHELBY

Pursuant to the provisions of Title 10-12-1, et seq., Code of Alabama 1975, (the "Alabama Limited Liability Company Act") the undersigned hereby adopts the following Articles of Organization:

ARTICLE ONE

The name of the Limited Liability Company is Paver-Grate, L.L.C.

ARTICLE TWO

The period of the Company's duration is perpetual.

ARTICLE THREE

The Limited Liability Company has been organized for the following purposes:

(a) To engage in the business of the manufacture and sale of pavement suspension systems; and

(b) To engage in any activity necessary to carry out the purposes stated hereinabove.

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ARTICLE FOUR

The location and mailing address of the initial registered office of the Limited Liability Company in the State of Alabama shall be:

273 Clarecastle Lane
Vincent, Alabama 35178

The initial registered agent at the above address is David P. Keen.

ARTICLE FIVE

The name and mailing address of the initial member of the Limited Liability Company is:

David P. Keen
✓ 273 Clarecastle Lane
✓ Vincent, Alabama 35178

The name and address of the organizer of the Limited Liability Company are:

David P. Keen
273 Clarecastle Lane
Vincent, Alabama 35178

ARTICLE SIX

The members shall have the right to admit additional members to the Limited Liability Company under terms and conditions established at the time of such subsequent admission.

ARTICLE SEVEN

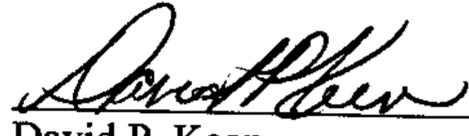
The remaining member or members of the Limited Liability Company shall have the right to continue business after the cessation of membership of any member of the Limited Liability Company.

ARTICLE EIGHT

The Company is to be managed by the manager enumerated herein. The name and mailing address of the manager who is to serve as manager until the first annual meeting of members or until their successor(s) are elected and qualify is:

David P. Keen
273 Clarecastle Lane
Vincent, Alabama 35178

THE UNDERSIGNED, being the organizer of the Company, has executed these Articles of Organization on the 7th day of NOVEMBER, 2001.



David P. Keen

This instrument prepared by:

Michael L. Chambers
Attorney at Law
1010 Frank Nelson Building
Birmingham, Alabama 35203
Telephone: 251-9201

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