

ARTICLES OF MERGER
OF
GLASROCK PRODUCTS, INC.
INTO
OAK MOUNTAIN INDUSTRIES, INC.

20050107000010130 Pg 1/18 25.00
Shelby Cnty Judge of Probate, AL
01/07/2005 13:11:00 FILED/CERTIFIED

In accordance with the Code of Alabama (1975) Sections 10-2B-11.01 through 11.07 (the "Act"), the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

1. The name of the surviving corporation is: Oak Mountain Industries, Inc., an Alabama Corporation
2. The name of the merging corporation is: Glasrock Products, Inc., a Pennsylvania Corporation.
3. Oak Mountain Industries, Inc. has 1640 common shares outstanding and entitled to vote and all shares entitled to vote were voted in favor of the merger as evidenced by a joint unanimous consent of the shareholders and the directors as executed by all of the shareholders and all of the directors.
4. Glasrock Products, Inc. has 200 common shares outstanding and entitled to vote and all shares entitled to vote were voted in favor of the merger as evidenced by a joint unanimous consent of the shareholders and the directors as executed by all of the shareholders and all of the directors.
5. The county where the Articles of Incorporation for each domestic corporation involved in the merger or share exchange is filed is Shelby County, Alabama.
6. The effective date of merger is December 31, 2004 at 11:59.59 p.m.
7. The Agreement and Joint Plan Merger is attached as Exhibit A.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed as of the 23rd day of December, 2004

ATTEST:

Lauren Williams

ATTEST:

OAK MOUNTAIN INDUSTRIES, INC.

By: [Signature]

GLASROCK PRODUCTS, INC.

By: _____ DEC 28 2004

RECEIVED

SECRETARY OF STATE

ARTICLES OF MERGER
OF
GLASROCK PRODUCTS, INC.
INTO
OAK MOUNTAIN INDUSTRIES, INC.

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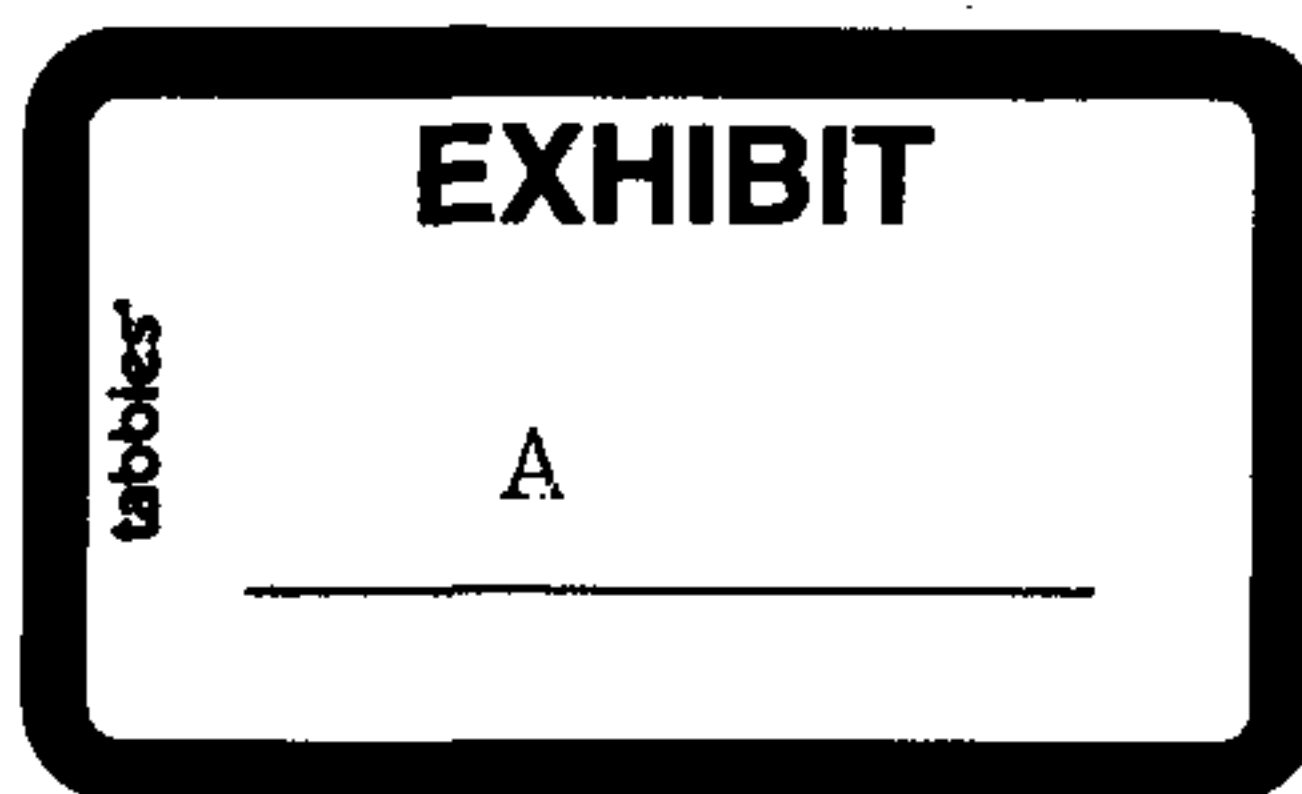
OAK MOUNTAIN INDUSTRIES, INC.

ATTEST:

By: _____

GLASROCK PRODUCTS, INC.

By:  _____



AGREEMENT AND JOINT PLAN OF MERGER

AGREEMENT made as of the 23rd day of December, 2004, by and between Glasrock Products, Inc. ("Glasrock"), a Pennsylvania corporation, and Oak Mountain Industries, Inc. ("Oak"), an Alabama corporation.

WITNESSETH:

WHEREAS, the Pennsylvania Business Corporation Law of 1988, as amended, permits the merger of domestic business corporations and/or foreign business corporations organized for the purposes of carrying on business of the same or a similar nature; and

WHEREAS, the Alabama Business Corporation Act, as amended, permits the merger of domestic business corporation and/or foreign business corporations organized for the purposes of carrying on business of the same or a similar nature; and

WHEREAS, Glasrock, under its Articles of Incorporation, filed in the Office of the Secretary of State of the Commonwealth of Pennsylvania on May 16, 1997, has an authorized capital stock of 1,000 shares of which there are issued and outstanding 200 shares; and

WHEREAS, Oak, under its Articles of Incorporation filed in the Office of the Secretary of State of the State of Alabama April 23, 1992, has an authorized capital stock of 10,000 shares of which there are issued and outstanding 1,640 shares; and

WHEREAS, both Glasrock and Oak engage in the business of manufacturing, distributing and selling refractory products pursuant to the applicable laws of the Commonwealth of Pennsylvania and the State of Alabama.

NOW, THEREFORE, the parties agree that Glasrock be merged with and into Oak pursuant to the laws of the Commonwealth of Pennsylvania and the State of Alabama, and do further agree upon and prescribe the terms and conditions of said merger and the mode of carrying the same into effect as follows:

ARTICLE I

Surviving Corporation

Oak shall be the corporation surviving after the merger, which corporation shall be governed by the Alabama Business Corporation Act, as amended, and have its principal office located at c/o OMI Refractories, 40B Sayreton Drive, Birmingham, Alabama 35207.

ARTICLE II

Articles of Incorporation

From and after the Effective Date of this merger, the existing Articles of Incorporation of Oak, as attached hereto as Exhibit "A", shall be the Articles of Incorporation of the surviving corporation.

ARTICLE III

By-Laws

The By-Laws of Oak shall remain and be the By-Laws of the surviving corporation until the same shall be altered or amended according to the provisions thereof and in the manner permitted by law.

ARTICLE IV

Conversion and Issuance of Stock

The manner and basis of converting the issued and outstanding shares of the capital stock of Glasrock into shares of Oak shall be as follows:

(a) Any and all stock of Oak, which shall be issued and outstanding as of the Effective Date, shall remain issued and outstanding.

(b) Each share of common stock of Glasrock, which shall be outstanding as of the Effective Date, and all rights in respect thereto, shall forthwith be cancelled.

(c) The following additional shares in Oak shall be issued to the shareholders of Oak as set forth below opposite their respective names, so that after the merger the shareholders shall have the total number of shares listed below under Total Shareholders in Oak as of December 31, 2004:

| <u>Shareholder</u> | <u>Additional Shares</u> | <u>Total Shareholdings In Oak</u> |
|--------------------------|--------------------------|-----------------------------------|
| Lawrence E. Williams III | 1,180 | 2,000 (50%) |
| Jeffrey K. DiBenedetto | 1,144 | 1,800 (45%) |
| Eric Allison | 36 | 200 (5%) |

(d) No other cash, shares, securities or obligations will be distributed or issued as a result of the merger.

ARTICLE V

Terms and Conditions

(A) This merger shall become effective on December 31, 2004 at 11:59.59 p.m. or the later filing thereof with the proper authorities of the State of Alabama (the "Effective Date").

(B) Upon the Effective Date of this merger, the separate existence of Glasrock shall cease, and Glasrock shall be merged with and into Oak, the surviving corporation, which shall possess all of the rights, privileges, powers, franchises and licenses of a public as well as of a private nature, and shall be subject to all liabilities, restrictions, and duties of each of said corporations so merged. All or in singular, the rights, privileges, powers, franchises and licenses of each of said corporations and any and all property wheresoever located, and any and all debts due to any of said corporations on whatever account shall be deemed to be vested in Oak without further act or deed. All rights of creditors and all liens upon any property of the said corporations shall be preserved unimpaired, and all debts, liabilities, obligations and duties of said corporations shall attach to Oak, which debts Oak assumes and agrees to pay, and which may be enforced against Oak to the same extent as if such debts, liabilities, obligations and duties had been initially incurred or contracted by Oak.

(C) Upon the Effective Date of the merger, the assets and liabilities of Glasrock shall be taken upon on the books of Oak in the amounts at which they shall at that time be carried on the books of Oak as of the Effective Date.

(D) Upon the Effective Date of this merger, the capitalization of Oak shall be as set forth in the Articles of Incorporation attached hereto as Exhibit "A".

(E) Anything herein or elsewhere to the contrary notwithstanding, this Agreement and Plan of Merger may be abandoned by action of the Board of Directors of either Oak or

Glasrock at any time prior to the Effective Date of the merger, whether before or after submission to their respective stockholders.

ARTICLE VI

Directors and Officers

The directors and officers of the surviving corporation shall be the directors and officers of Oak in office on the Effective Date of the merger, who shall serve until their respective successors are chosen and qualified.

ARTICLE VII

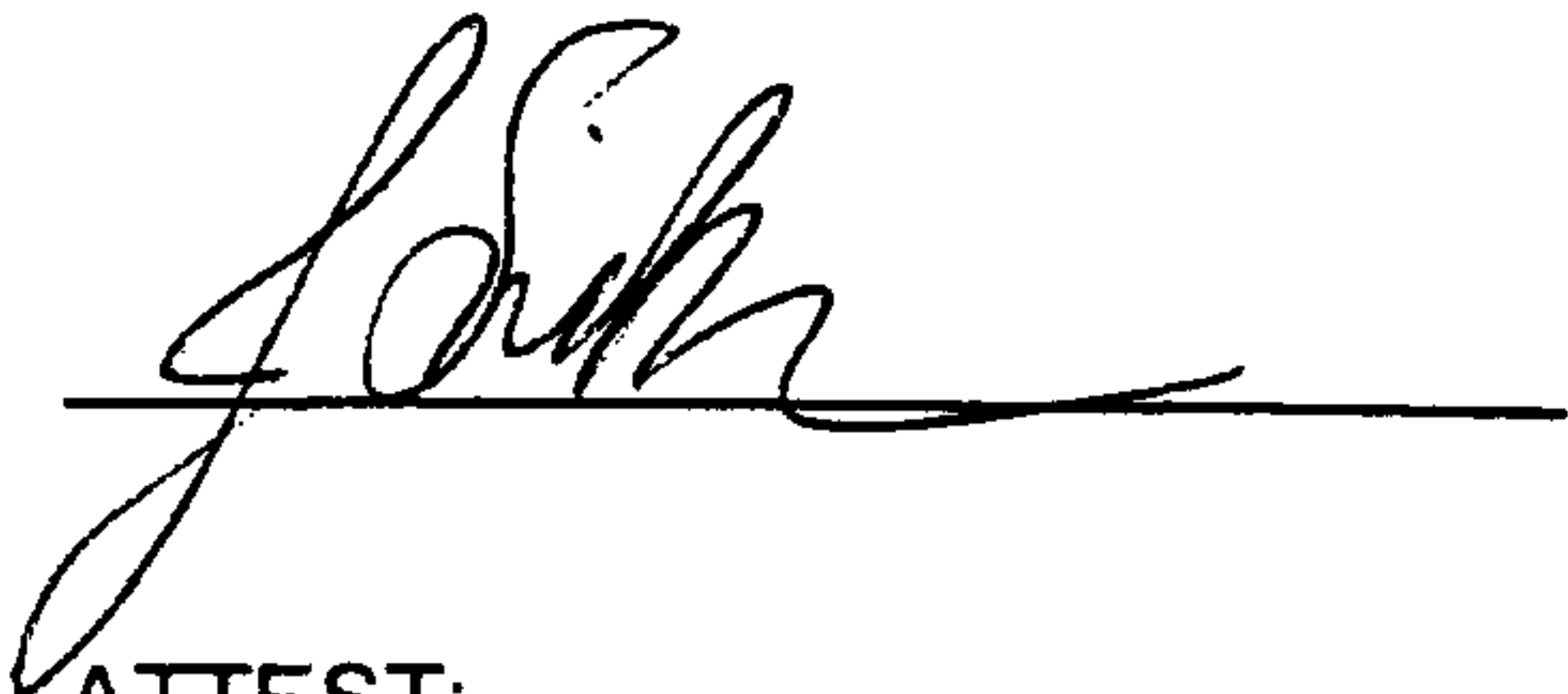
Expenses

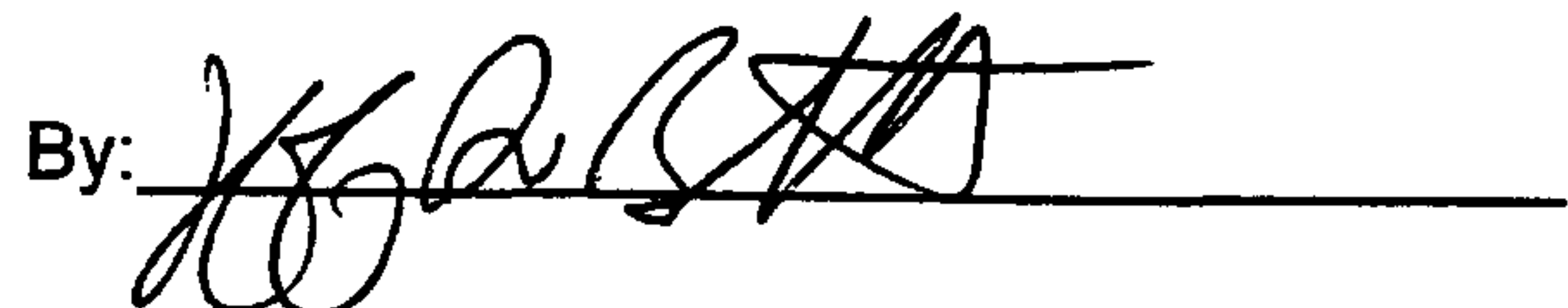
Oak shall bear all expenses of the merger not paid by Glasrock prior to the Effective Date of the merger.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been duly authorized by the respective Boards of Directors of Oak and Glasrock in accordance with the laws of the Commonwealth of Pennsylvania and the State of Alabama, and is signed and sealed by the duly authorized officers of each corporation as of the day and year first above written.

ATTEST:

GLASROCK PRODUCTS, INC.


ATTEST:

By: 

OAK MOUNTAIN INDUSTRIES, INC.

By: _____

BE204199.1

Glasrock at any time prior to the Effective Date of the merger, whether before or after submission to their respective stockholders.

ARTICLE VI

Directors and Officers

The directors and officers of the surviving corporation shall be the directors and officers of Oak in office on the Effective Date of the merger, who shall serve until their respective successors are chosen and qualified.

ARTICLE VII

Expenses

Oak shall bear all expenses of the merger not paid by Glasrock prior to the Effective Date of the merger.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been duly authorized by the respective Boards of Directors of Oak and Glasrock in accordance with the laws of the Commonwealth of Pennsylvania and the State of Alabama, and is signed and sealed by the duly authorized officers of each corporation as of the day and year first above written.

ATTEST:


GLASROCK PRODUCTS, INC.

By: _____

ATTEST:

OAK MOUNTAIN INDUSTRIES, INC.

Lauren Williams

By: 

BE204199.1

EXHIBIT "A"

ARTICLES OF INCORPORATION OF
OAK MOUNTAIN INDUSTRIES, INC.

BE204199.1

ARTICLES OF INCORPORATION
OF
OAK MOUNTAIN INDUSTRIES, INC.

Pursuant to the provisions of the Alabama Business Corporation Act, the undersigned hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is Oak Mountain Industries, Inc.

ARTICLE II

The Corporation shall have perpetual duration.

ARTICLE III

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

(a) To manufacture, sell, install, service, repair, maintain, warehouse and deal in refractories and components of every kind and nature, including firebrick, gunite, concrete, castables, and plastics.

(b) To own, operate, maintain, manage, equip, improve, repair, alter and otherwise deal with, use and enjoy, to invent, design, develop, assemble, build, construct, fabricate, manufacture, buy, import, lease or otherwise acquire, to mortgage, deed in trust, pledge or otherwise encumber, and sell, export, lease or otherwise dispose of goods, wares and merchandise of every kind, nature and description.

(c) To purchase, lease or otherwise acquire, to own, hold, plant, improve, cultivate, develop, subdivide, construct, maintain, repair, equip and operate, to sell, exchange, lease or otherwise dispose of, to mortgage, deed in trust, pledge or otherwise encumber, and generally to deal in and with any and all lands, improved and unimproved.

(d) To engage in any lawful act or activity for which corporations may be organized under the Alabama Business Corporation Act.

ARTICLE IV

The total number of shares of stock which the Corporation shall have authority to issue is 10,000 shares, consisting of 10,000 shares of Common Stock, par value \$.01 per share.

ARTICLE V

The address of its initial registered office in the State of Alabama is P.O. Box 787, Pelham, Alabama, 35124 and the name of its initial registered agent at such address is Ralph E. Allison. (25 FOX HOUNDS TRAIL, PELHAM AL 35124)

ARTICLE VI

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 their successors are elected and qualified pursuant to the Alabama Business Corporation Act and the Bylaws adopted by this Corporation, are as follows:

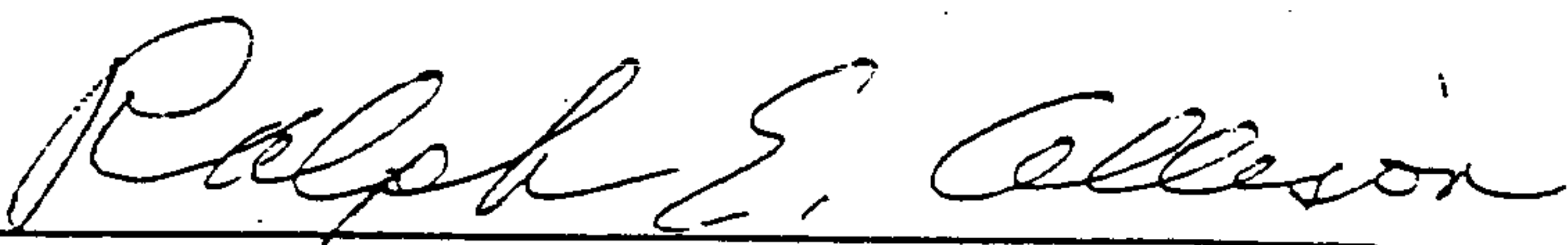
Ralph E. Allison
P.O. Box 787
Pelham, Alabama 35124

ARTICLE VII

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

Ralph E. Allison
P.O. Box 787
Pelham, Alabama 35124

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 7th day of April, 1992.


Ralph E. Allison

This instrument prepared by:

James L. Richey
One Independence Plaza,
Suite 510
Birmingham, Alabama 35209

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:

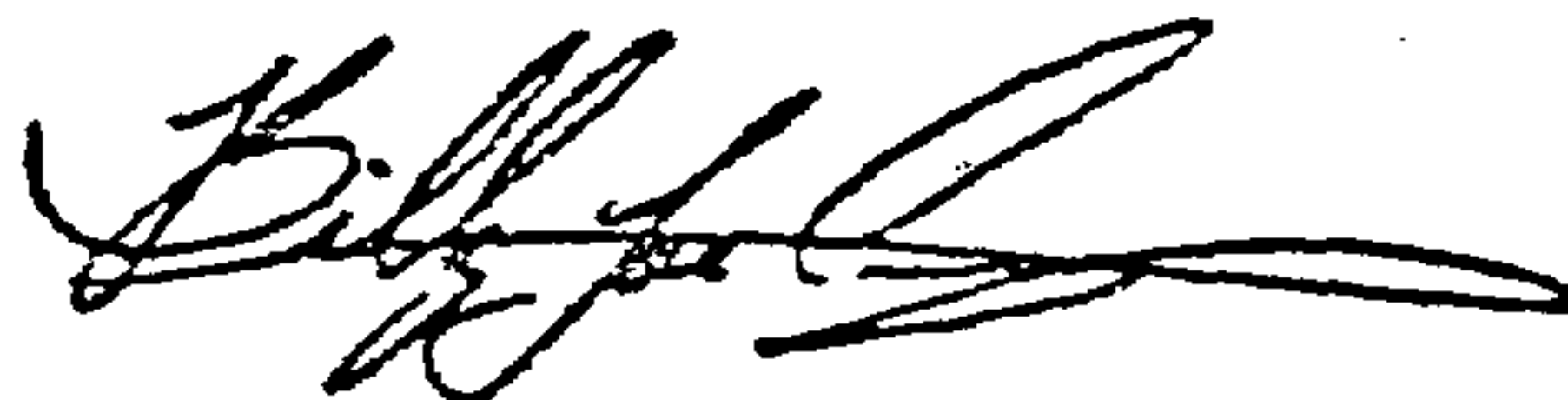
Oak Mountain Industries, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of James L. Richey, One Independence Plaza, Birmingham, AL 35209 for a period of one hundred twenty days beginning March 24, 1992 and expiring July 23, 1992.

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.

March 24, 1992

Date



Billy Joe Camp

Secretary of State



State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION
OF

OAK MOUNTAIN INDUSTRIES, 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 OAK MOUNTAIN INDUSTRIES, 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 _____
OAK MOUNTAIN INDUSTRIES, INC., and attaches
hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 23rd day of APRIL, 19 92.

Thomas A. Snowdon Jr.

Judge of Probate

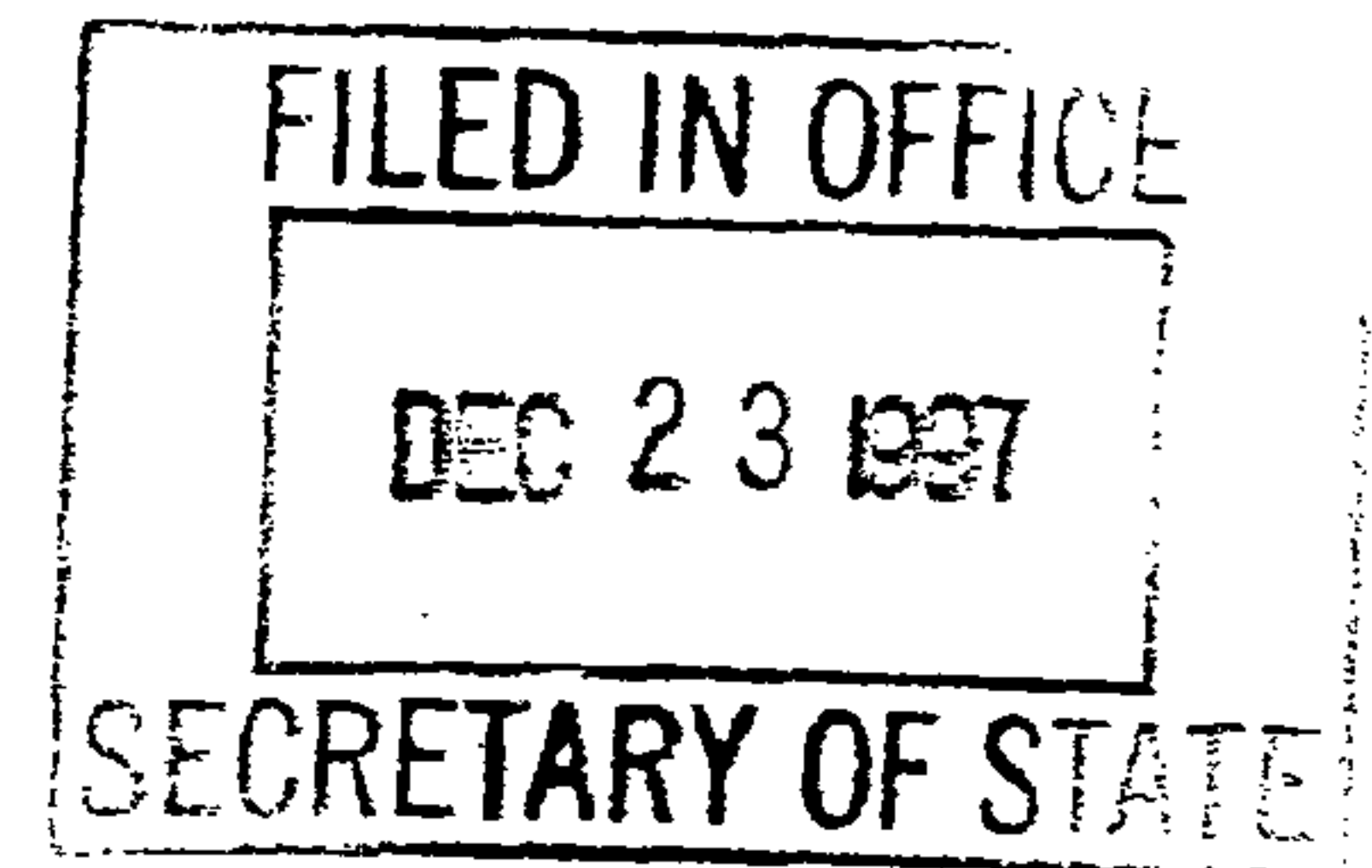
I CERTIFY THIS TO BE A TRUE
CORRECT COPY.

Probate Judge Shelby County

04/23/1992-5571
09:23 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 KCD 88.00

H/23/9.9 ✓

ARTICLES OF MERGER
OF
OAK MOUNTAIN CONSTRUCTION, INC.
INTO
OAK MOUNTAIN INDUSTRIES, INC.



Pursuant to the provisions of the Code of Alabama (1975) §§ 10-2B-11.01 through 11.07 (the "Act"), the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The names of the undersigned corporations are:

**Oak Mountain Industries, Inc.
Oak Mountain Construction, Inc.**

The Articles of Incorporation of Oak Mountain Industries, Inc. were filed in Shelby County, Alabama. Oak Mountain Construction, Inc. is an Ohio corporation.

SECOND: The name of the surviving corporation shall be Oak Mountain Industries, Inc., which shall be an Alabama corporation.

THIRD: The following Plan of Merger was adopted by the Board of Directors and approved by the shareholders of the undersigned corporations in the manner prescribed by the Act:

FIRST. Except as herein specifically set forth, the corporate existence of Oak Mountain Industries, Inc. ("OMI") with all its purposes, powers and objects, shall continue unaffected and unimpaired by the merger. The corporate identity and existence of Oak Mountain Construction, Inc. ("OMC"), with all the purposes, powers and objects thereof, shall be merged into OMI, and OMI shall, as the corporation surviving the merger, be fully vested therewith, and such surviving corporation shall be governed by the laws of the State of Alabama. The separate existence and corporate organization of OMC shall cease as soon as the merger shall become effective as herein provided, and thereupon OMC and OMI shall be a single corporation, the name of which shall be Oak Mountain Industries, Inc. (hereinafter sometimes called the "Surviving Corporation").

The merger shall become effective on the Effective Date of the Merger, which shall be the later of (i) The date the Articles of Merger shall have been filed in the office of the Secretary of State of Alabama and the Secretary of State of Ohio; or (ii) the close of business on December 31, 1997; provided, however, that the parties hereto may by supplement or amendment fix another specific date subsequent to such date, which date, subject to the provisions of the statutes of Alabama, shall be the "Effective Date of the Merger."

SECOND. The Certificate of Incorporation of OMI shall be the Certificate of Incorporation of the Surviving Corporation from and after the Effective Date of the Merger and until thereafter amended as provided by law.

THIRD. The Bylaws of OMI shall be the Bylaws of the Surviving Corporation from and after the Effective Date of the Merger and until thereafter altered, amended or repealed in accordance with the law of the State of Alabama, the Certificate of Incorporation of OMC and said Bylaws.

FOURTH. The manner and basis of converting the shares of stock of the respective corporations into the Common Stock of the Surviving Corporation shall be as follows:

Each share of Common Stock, no par value, of OMC issued and outstanding at the Effective Date of the Merger, shall, by virtue of the merger and without any action on the part of the holder thereof, be converted into one share of Common Stock, par value \$.01 per share, of OMI.

FIFTH. This Plan and the merger may be terminated and abandoned by resolutions of both the Board of Directors of OMI and the Board of Directors of OMC at any time prior to the merger's becoming effective, if circumstances develop which in the opinions of such Boards of Directors make proceeding with the merger inadvisable. In the event of the termination and abandonment of this Plan and the merger pursuant to the provisions of this Article, this Plan shall become void and have no effect, without any liability in respect thereof on the part of either of the corporations or the stockholders or Directors thereof.

SIXTH. This Plan may be executed in any number of counterparts, each of which shall be deemed to be an original, but all of which taken together shall constitute one and the same instrument.

FOURTH: As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

| <u>Name of Corp.</u> | <u>Shares Outstanding</u> | <u>Designation of Class</u> | <u>Entitled to Vote as a Class</u> |
|--------------------------------|-------------------------------|---------------------------------|------------------------------------|
| | | | <u>Number of Shares</u> |
| Oak Mountain Industries, Inc. | 1,000 | Common Stock | 1,000 |
| Oak Mountain Construction Inc. | 640 | Common Stock | 640 |

FIFTH: As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

| <u>Name of Corp.</u> | <u>Voted For</u> | <u>Voted Against</u> | <u>Class</u> | <u>Entitled to Vote as a Class</u> | |
|-------------------------------|----------------------|--------------------------|--------------|------------------------------------|--------------------------|
| | | | | <u>Voted For</u> | <u>Voted Against</u> |
| Oak Mountain Industries, Inc. | 1,000 | -0- | Common Stock | 1,000 | -0- |
| Oak Mountain Industries, Inc | 640 | -0- | Common Stock | 640 | -0- |

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be to be dated as of December 1, 1997, although executed by their respective duly authorized corporate officers on the 19th day of December, 1997.

OAK MOUNTAIN INDUSTRIES, INC. , an
Alabama corporation

By: [Signature]
Its President

ATTEST
By: [Signature]
Its Assistant Secretary

[SEAL]

OAK MOUNTAIN CONSTRUCTION, INC.
an Ohio corporation

By: [Signature]
Its President

ATTEST:

By: [Signature]
Its Assistant Secretary

[SEAL]

The undersigned, Jeff Allison, Assistant Secretary of Oak Mountain Industries, Inc., an Alabama corporation, hereby certifies, as such Secretary and under the seal of such corporation, that the Articles of Merger to which this Certificate is attached, after having been first duly approved by the Board of Directors of such corporation, was submitted to and duly approved by the shareholders of such corporation as of December 1, 1997, and that thereby the Articles of Merger was duly adopted as the act of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the corporation on this 19th day of December, 1997.

[CORPORATE SEAL]

[Signature]
Assistant Secretary

The undersigned, Jeff Allison, Assistant Secretary of Oak Mountain Construction, Inc., an Ohio corporation, hereby certifies, as such Secretary and under the seal of such corporation, that the Articles of Merger to which this Certificate is attached, after having been first duly approved by the Board of Directors of such corporation, was submitted to and duly approved by the shareholders of such corporation as of December 1, 1997, and that thereby the Articles of Merger was duly adopted as the act of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the corporation on this 19th day of December, 1997.

[CORPORATE SEAL]

[Signature]
Assistant Secretary

Secretary of State
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 December 28, 2004

DATE December 28, 2004


Secretary of State