
**ARTICLES OF SECOND AMENDMENT TO
ARTICLES OF INCORPORATION
OF GROUT TECHNOLOGY, INC.**

Pursuant to the provisions of Code of Alabama (1975), § 10-2B-10.06, the undersigned Corporation hereby adopts the following Articles of Second Amendment to its Articles of Incorporation.

1. The name of the Corporation is:

GROUT TECHNOLOGY, INC.

2. On or around December 17, 1994, the Corporation adopted the Articles of Amendment to Articles of Incorporation of Grout Technology, Inc. ("Articles of Amendment")

3. The amendment so adopted by this Second Amendment is:

FIRST: Article 6 of the Articles of Amendment is hereby amended by deleting the first sentence of Article 6 in its entirety and by substituting in lieu thereof the following new first sentence:

"6. DIRECTORS. The number of directors shall be three (3)."

SECOND, except as hereinabove amended, the Articles of Incorporation of the Corporation are continued in full force and effect.

4. The foregoing Second Amendment to the Articles of Incorporation of the Corporation was unanimously adopted by the shareholders of the Corporation on 5th day of January, 2004.

5. The number of shares of the Corporation outstanding at the time of the adoption of the Second Amendment was 2,000 and the number of shares entitled to vote thereon was 2,000.

6. The number of shares voted for such Second Amendment was 2,000, and the number of shares voted against such Second amendment was zero (0). The adoption of the amendment was accomplished by the unanimous consent of the shareholders and the directors of the Corporation pursuant to Code of Alabama (1975), Sections 10-2B-10.03 and 10-2B-10.06.

7. This Second Amendment does not provide for an exchange, reclassification, or cancellation of issued shares.

This the 5th day of January, 2005.

ATTEST

By:


PATRICK R. INGLESE
Secretary

GROUT TECHNOLOGY, INC.

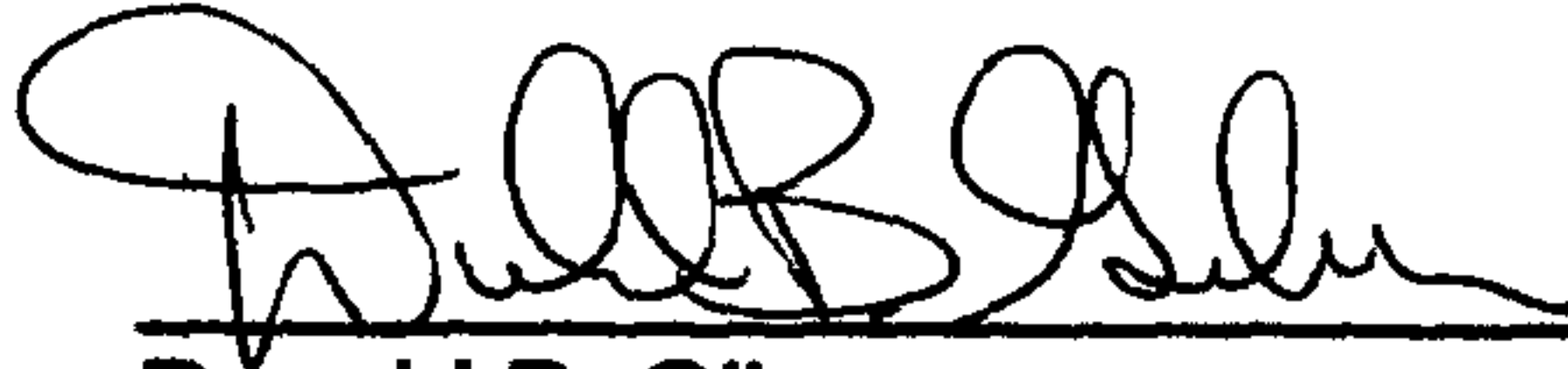
By:


DONALD B. GIBSON,
President

This instrument was prepared by:
Ann Marie Daugherty, Esq.
JOHNSTON & CONWELL, L.L.C.
813 Shades Creek Parkway
Suite 200
Birmingham, AL 35209

The undersigned, DONALD B. GIBSON, as President of Grout Technology, Inc., an Alabama corporation (the "Corporation"), hereby certifies, as such, that he and Patrick R. Inglese, whose names as the respective President and Secretary of the Corporation, are signed to the foregoing Articles of Second Amendment, constitute such respective officers of the Corporation and that the statements set forth in the foregoing Articles of Amendment are true and correct.

WITNESS, my hand and seal this the 5th day of January, 2005.



Donald B. Gibson
President

Subscribed and sworn to before
Me this the 5th day of
January, 2005

Notary Public: 
My Commission Expires: 7/12/06