

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
MITCHELL INDUSTRIES, INC.**

Pursuant to the provisions of Sections 10-2B-10.01 through 10-2B-10.09 of the Code of Alabama 1975, as amended, Mitchell Industries, Inc. (the "Corporation") hereby adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Mitchell Industries, Inc.

SECOND: For the purpose of changing its capital stock, ARTICLE II Section 2.1 is hereby amended in its entirety to read as follows:

ARTICLE II

2.1 The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is five thousand (5,000), of which fifty (50) shares, \$.01 par value, shall be designated "Class A Common Stock", and four thousand nine hundred fifty (4,950) shares, \$.01 par value, shall be designated "Class B Common Stock". The Class B Common Stock shall be identical to the Class A Common Stock in all respects except that the Class B Common Stock shall have no voting rights. The Class A Common Stock and the Class B Common Stock are sometimes referred to jointly as the "Common Stock" where no distinction is required. Common Stock and any subsequently authorized issue of Preferred Stock are hereinafter sometimes referred to as "Capital Stock."

THIRD: The above amendment was approved by unanimous written consent of the Board of Directors and the Shareholders of the Corporation as of August 1, 2006.

FOURTH: The number of shares of each voting group outstanding, the number of shares of each voting group entitled to vote on the amendment, and the number of shares entitled to vote as a voting group on the amendment at the time of its approval were:


<u>Voting Group</u>	<u>Outstanding Shares</u>	<u>Outstanding Shares Entitled to Vote</u>
Common Stock	1,000	1000

FIFTH: The number of shares of each voting group entitled to vote on the amendment which voted FOR and AGAINST the amendment, and which voted FOR and AGAINST the amendment as a voting group were as follows:

<u>Voting Group</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
Common Stock	1,000	0

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to the Corporation's Articles of Incorporation to be executed in its name and on its behalf as of August 1, 2006.

MITCHELL INDUSTRIES, INC.

By: 
Guy K. Mitchell, Jr., its Chairman and Chief
Executive Officer