

**ARTICLES OF ORGANIZATION
OF
BOATRIGHT RAILROAD PRODUCTS - CARBON HILL, LLC**

1. The name of the limited liability company is Boatright Railroad Products - Carbon Hill, LLC, hereinafter referred to in these Articles of Organization as the "Company."

2. The period of its duration is perpetual.

3. The purpose for which the Company is organized is the transaction of any and all lawful business for which a limited liability company may be organized under the Alabama Limited Liability Company Act, including, without limitation, engaging in the business of producing and selling railroad cross, switch and bridge ties.

4. The location and mailing address of the initial registered office of the Company is 31 Inverness Center Parkway, Suite 120, Birmingham, Alabama 35242. The name of its initial registered agent at that address is Boatright Enterprises, Inc.

5. The name and mailing address of the sole initial member of the Company is Boatright Enterprises, Inc., 31 Inverness Center Parkway, Suite 120, Birmingham, Alabama 35242.

6. Prior to the adoption of an Operating Agreement, the members shall have the right to admit additional members to the Company upon the affirmative vote of members holding at least a majority of the membership interest in the Company. Thereafter, the members shall have the right to admit additional members to the Company in accordance with the terms and conditions of the applicable provisions of the Operating Agreement of the Company.

7. Except as specifically required by any non-waivable provisions of the Alabama Limited Liability Company Act or any provisions of the Operating Agreement of the Company, the cessation of membership in the limited liability company by any member shall not result in the dissolution of the limited liability company.

8. Management of the Company shall be vested in managers. There shall be one (1) initial manager of the Company, and the name and address of the entity who is to serve as such initial manager until its successor is elected and begins serving are as follows:

<u>Name</u>	<u>Address</u>
Boatright Enterprises, Inc.	31 Inverness Center Parkway, Suite 120 Birmingham, Alabama 35242

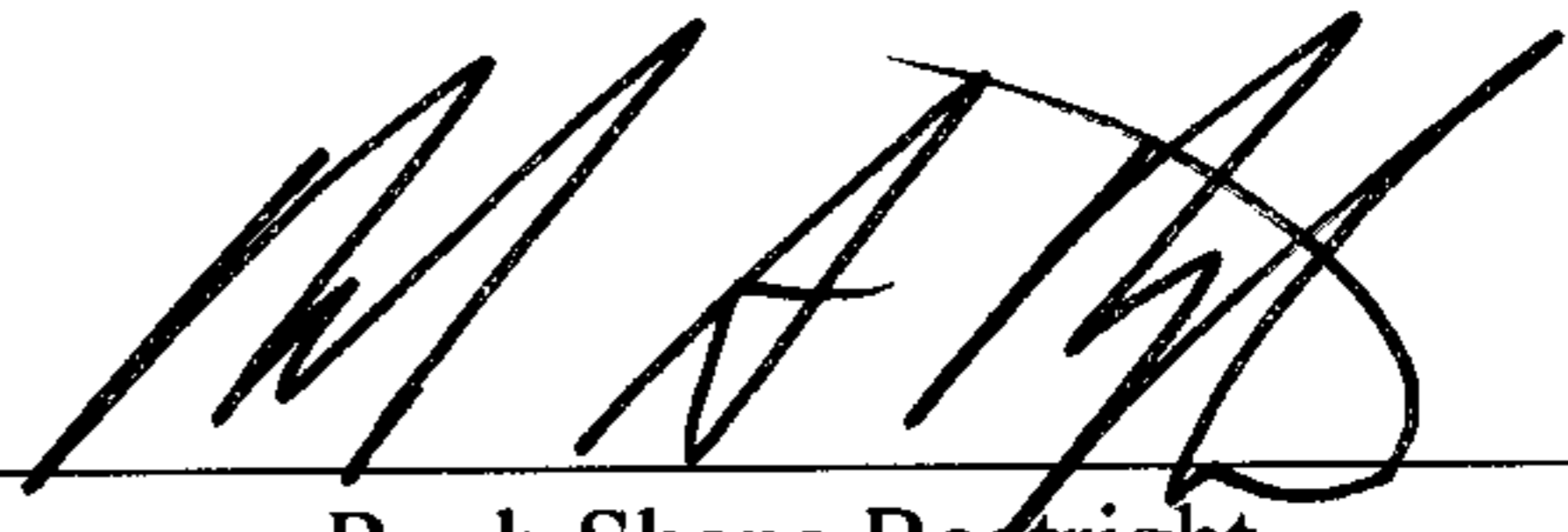
9. The regulation of the internal affairs of the Company, if not set forth herein, shall be governed by the Operating Agreement of the Company which may be in effect from time to time.



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Shelby Cnty Judge of Probate, AL
05/12/2009 11:31:56 AM FILED/CERT

The undersigned, acting as a member of the limited liability company named herein, executes these Articles of Organization as of the 1 day of May, 2009.

BOATRIGHT ENTERPRISES, INC.
Its Sole Member

By: 
Rush Shane Boatright
Its President and Chief Executive Officer

*Prepared by:
C. Samuel Todd
Bradley Arant Boult Cummings LLP
1819 5th Avenue N
Birmingham, AL 35203*