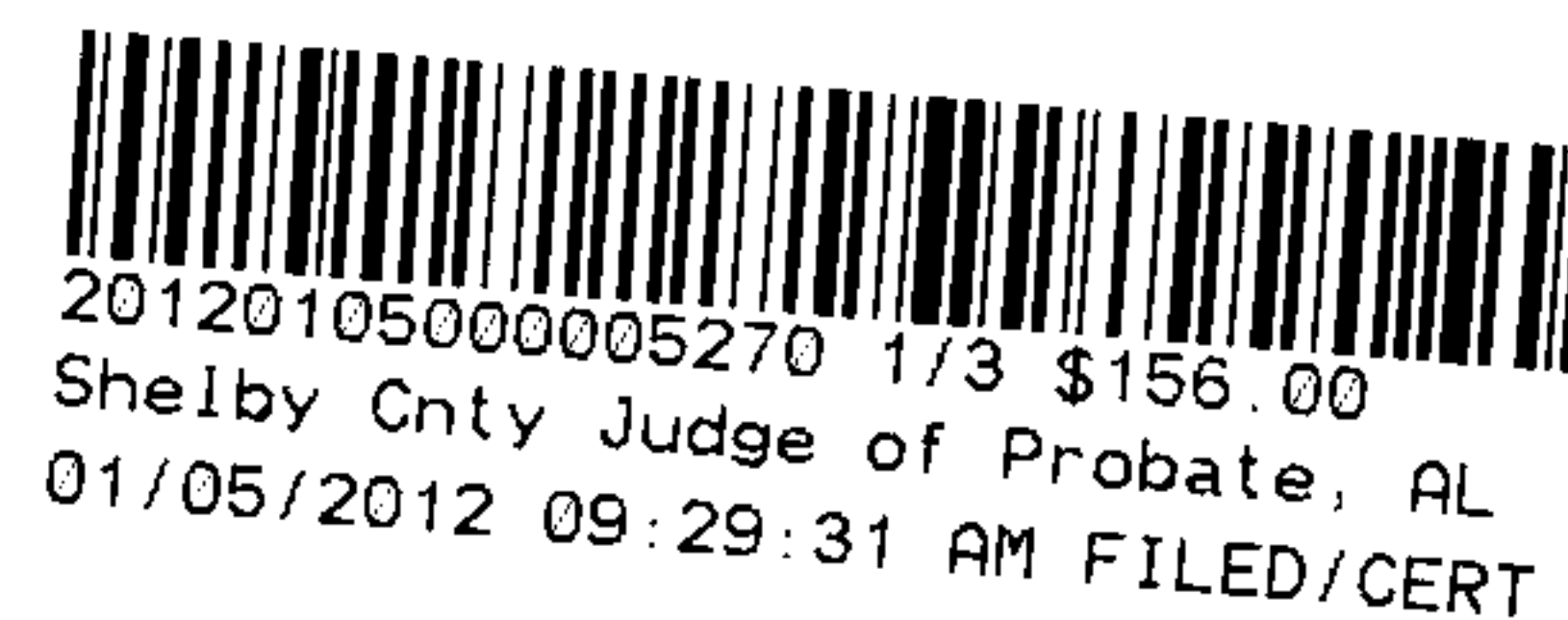


**AMENDED AND RESTATED
CERTIFICATE OF FORMATION
OF
KILSBY PROPERTIES, LLC**



December 29, 2011

Pursuant to the provisions of the Alabama Limited Liability Company Law, Alabama Code § 10A-5-1.01 et seq. (the "Alabama Limited Liability Company Law"), the undersigned limited liability company hereby amends and restates its certificate of formation as follows:

FIRST: The name of the filing entity is Kilsby Properties, LLC.

SECOND: The filing entity is a limited liability company formed under the laws of the State of Alabama.

THIRD: The certificate of formation of the filing entity was filed on August 12, 2011 in the Office of the Judge of Probate, Shelby County, Alabama.

FOURTH: Articles I through XI of the certificate of formation of the filing entity are hereby deleted, and the certificate of formation of the filing entity is hereby amended and restated to read in its entirety as follows:

1. The name of the filing entity is Kilsby Properties, LLC.
2. The filing entity is a limited liability company.
3. The purpose for which the filing entity is formed is the transaction of any and all lawful business for which a limited liability company may be formed under the Alabama Limited Liability Company Law, including, without limitation, the following:
 - (a) to acquire, own, mortgage, develop and lease real property and to engage in all other activities related or incidental thereto;
 - (b) to engage in any lawful business whatsoever or which shall at any time appear conducive to or expedient for the protection or benefit of the filing entity and its property; and
 - (c) to exercise all powers necessary to or reasonably connected with the filing entity's business which may be legally exercised by limited liability companies under the Alabama Limited Liability Company Law or under the laws of any jurisdiction in which the filing entity may conduct its business; and
 - (d) to engage in all activities necessary, customary, convenient or incident to any of the foregoing.

4. The period of duration of the filing entity is perpetual.

5. The street address of the registered office of the filing entity is 207 Legacy Court, Hoover, Alabama 35242, and the name of the registered agent of the filing entity at that address is Miles M. Cunningham.

6. The members of the filing entity shall have the right to admit additional members to the filing entity in accordance with the terms and conditions of the applicable provisions of the operating agreement of the filing entity, as it may be amended from time to time.

7. Except as specifically required by any non-waivable provisions of the Alabama Limited Liability Company Law or any provisions of the operating agreement of the Company, as it may be amended from time to time, the cessation of membership in the filing entity by any member shall not result in the dissolution of the filing entity.

8. Management of the filing entity is vested in the members of the filing entity.

9. The regulation of the internal affairs of the filing entity, if not set forth herein, shall be governed by the operating agreement of the filing entity, as it may be amended from time to time.

FIFTH: Each amendment to the certificate of formation of the filing entity set forth in this filing instrument has been made in accordance with Title 10A of the Alabama Code and has been approved in accordance with Title 10A of the Alabama Code and the governing documents of the filing entity by the sole member of the filing entity.

SIXTH: The restatement of the certificate of formation set forth in this filing instrument (i) accurately states the text of the certificate of formation being restated and each amendment to the certificate of formation being restated that is in effect, as further amended by this filing instrument, and (ii) does not contain any other change in the certificate of formation being restated except for information omitted under Alabama Code § 10A-1-3.17(b).

[Remainder of Page Left Blank Intentionally]

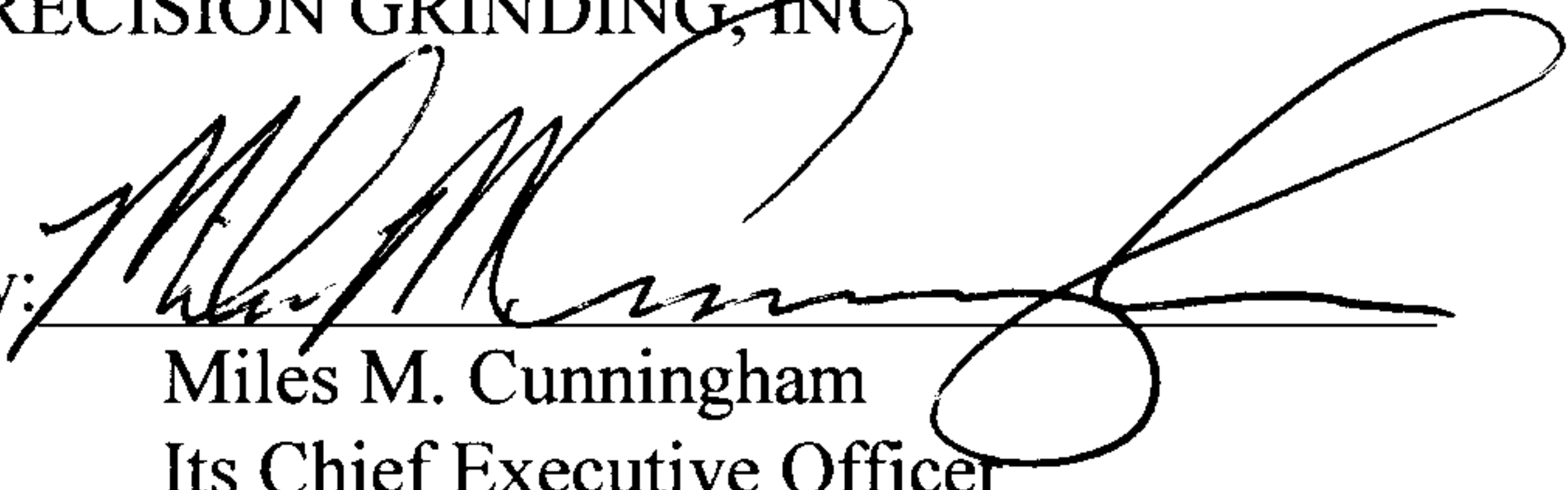



20120105000005270 2/3 \$156.00
Shelby Cnty Judge of Probate, AL
01/05/2012 09:29:31 AM FILED/CERT

IN WITNESS WHEREOF, the filing entity has caused this filing instrument to be executed by its sole member as of the date first above written.

PRECISION GRINDING, INC

By:


Miles M. Cunningham
Its Chief Executive Officer


20120105000005270 3/3 \$156.00
Shelby Cnty Judge of Probate, AL
01/05/2012 09:29:31 AM FILED/CERT

This instrument prepared by:

Frederic L. Smith, Jr.
Bradley Arant Boult Cummings LLP
One Federal Place
1819 Fifth Avenue North
Birmingham, AL 35203-2119