

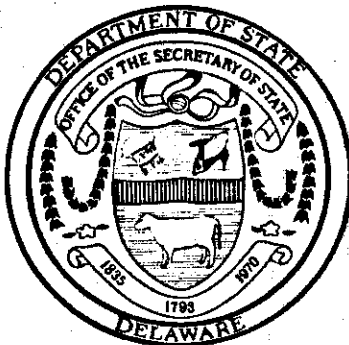


MAY 11 8 40 AM '84
SECRETARY OF STATE

State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
~~Certificate of~~ Restated Certificate of Incorporation
filed in this office on May 1, 1984.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *L. D. Burdage*

DATE: May 3, 1984

RESTATED CERTIFICATE OF INCORPORATION

OF

Harsco Corporation, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is Harsco Corporation. The date of filing its original Certificate of Incorporation with the Secretary of State was February 28, 1956.
2. This Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation of this corporation by adding a new Article XIV.
3. The text of the Certificate of Incorporation as amended or supplemented heretofore is further amended hereby to read as herein set forth in full:

FIRST: The name of the Corporation is HARSCO CORPORATION

SECOND: The location of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of the registered agent therein and in charge thereof is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington, New Castle County, Delaware.

THIRD: The objects and purposes for which and for any of which this corporation is formed are to do any or all of the things herein set forth to the same extent as natural persons might or could do, viz:

1. To manufacture, purchase, lease or otherwise acquire, to hold, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invest, trade, design, install, fabricate, prefabricate, import, export, package, ship, grant licenses with respect of, deal in and with, as principal agent, factor or otherwise, at wholesale, retail, on commission or otherwise, products, articles and any or all things capable of fabrication or prefabrication; in general, but without limitation, to engage in the fabricating or prefabricating business in all its varied branches.
2. To manufacture, purchase, lease or otherwise acquire, to hold, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invest, trade, import, export, deal in and deal with goods, wares and merchandise and real and personal property of every class and description and in particular, lands, properties, easements, buildings, business concerns and undertakings, concessions, produce, and any interest in real or personal property, and any claims against such property or against any person or corporation, and to carry on any business concern, or undertaking so acquired.

3. To purchase, receive, hold and own bonds, mortgages, debentures, notes, shares of capital stock and other securities, obligations, contracts and evidences of indebtedness of any company, corporation or association, or of any government, state, municipality or body politic; to receive, collect and dispose of interest, dividends, and income upon, of and from any of the bonds, mortgages, debentures, notes, shares of capital stock, securities, obligations, contracts, evidences of indebtedness and other property held or owned by it, and to exercise in respect of all such bonds, mortgages, debentures, notes, shares of capital stock, securities, obligations, contracts, evidences of indebtedness and other property, any and all the rights, powers and privileges of individual ownership thereof, including the right to vote thereon.
4. To acquire the good will, rights and property, and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation, and to pay for the same in cash, stock or bonds of this corporation or otherwise.
5. To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, trademarks and trade names and copyrights relating to or useful in connection with any business of this corporation.
6. To buy, sell, process, transport, truck and otherwise deal in all kinds of by-products of iron, steel and other metal industries or either of them or in which iron, steel and other metals form a substantial part, and to engage in a general extracting business in iron, steel and other metals.
7. To engage in the manufacture and sale of castings, die castings, dies, tools, jigs and fixtures; die casting, polishing and other machinery; and manufactured products of all kinds.
8. To enter into, make, perform and carry out contracts of every kind for any lawful purpose, without limit as to amount, with any person, firm, association or corporation.
9. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants and other negotiable or transferable instruments.
10. To borrow money, issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust or otherwise.
11. To purchase, hold and reissue the shares of its capital stock; provided that this corporation shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of the corporation; and provided further that shares of its own capital stock belonging to the corporation shall not be voted upon directly or indirectly.

12. To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount, to purchase or otherwise acquire, to hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any of the States, Districts, Territories or Colonies of the United States and in any and all foreign countries, subject to the laws of such States, Districts, Territories, Colonies or Countries.
13. In general, to carry on the foregoing or any other business in connection with the foregoing, either as principal, agent, factor or otherwise, at wholesale, retail, on commission or otherwise, whether manufacturing or otherwise, and to have and to exercise all the powers conferred by the laws of Delaware upon corporations formed under the act hereinafter referred to.
14. The foregoing clauses shall be construed as objects and powers and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

FOURTH: The total number of shares of all classes of stock which this corporation shall have authority to issue is 34,000,000 shares, of which 4,000,000 shares are to be Preferred Stock of the par value of \$1.25 per share and 30,000,000 shares are to be Common Stock of the par value of \$1.25 per share.

The amount of capital with which this Corporation will commence business is \$1,250.

A statement of such of the designations and powers, preferences and rights, and the qualifications, limitations or restrictions thereof, in respect of the different classes of stock of this Corporation, the fixing of which by this Certificate of Incorporation is desired, and the express grant of authority desired to be granted to the Board of Directors to fix by resolution or resolutions any thereof that may be desired but which are not fixed by this Certificate of Incorporation, are as follows:

Division A. Preferred Stock

1. Issuable in Series--Shares of the Preferred Stock may be divided into and issued in series from time to time as herein provided. Each such series shall be designated so as to distinguish the shares thereof from the shares of all other series and shall have such voting powers, full or limited or without voting powers, designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as shall be stated and expressed herein or in the resolution or resolutions providing for the issue of such stock adopted by the Board of Directors pursuant to the authority expressly vested in it by the provisions of this Certificate of Incorporation.
2. Authority of Board of Directors to Create Series--The Board of Directors of this Corporation is hereby expressly granted authority at any time or from time to time, by resolution or resolutions, to create one or more series of the Preferred Stock, to fix the authorized number of shares of any series (which number of shares may vary as between series

and be changed from time to time by like action), and to fix terms of such series to the full extent now or hereafter permitted by the laws of the State of Delaware, including but not limited to, the following:

- (a) the designation of such series, which may be by distinguishing number, letter or title;
- (b) the rate or rates at which shares of such series shall be entitled to receive dividends, the periods in respect of which dividends are payable, the conditions upon, and times of payment of, such dividends, the relationship and preference, if any, of such dividends to dividends payable on any other class or classes or any other series of stock, whether such dividends shall be cumulative and, if cumulative, the date or dates from which such dividends shall accumulate, and the other terms and conditions applicable to dividends upon shares of such series;
- (c) the rights of the holders of the shares of such series in case this Corporation be liquidated, dissolved or wound up (which may vary depending upon the time, manner, or voluntary or involuntary nature or other circumstances of such liquidation, dissolution or winding up) and the relationship and preference, if any, of such rights to rights of holders of shares of stock of any other class or classes or any other series of stock;
- (d) the right, if any, to redeem shares of such series at the option of this Corporation, including any limitation of such right, and the amount or amounts to be payable in respect of the shares of such series in case of such redemption (which may vary depending on the time, manner or other circumstances of such redemption), and the manner, effect and other terms and conditions of any such redemption thereof;
- (e) the obligation, if any, of this Corporation to purchase, redeem or retire shares of such series and/or to maintain a fund for such purpose, and the amount or amounts to be payable from time to time for such purpose or into such fund, or the number of shares to be purchased, redeemed or retired, the per share purchase price or prices and the other terms and conditions of any such obligation or obligations;
- (f) the voting rights, if any, full, special or limited, to be given the shares of such series, including without limiting the generality of the foregoing, the right, if any, as a series or in conjunction with other series or classes, to elect one or more members of the Board of Directors either generally or at certain times or under certain circumstances, and restrictions, if any, on particular corporate acts without a specified vote or consent of holders of such shares (such as, among others, restrictions on modifying the terms of such series or of the Preferred Stock, restricting the permissible terms of other series or the permissible variations between series of Preferred Stock, authorizing or issuing additional shares of Preferred Stock, creating debt or creating any class of stock ranking prior to or on a parity with the Preferred Stock or any series thereof as to dividends or assets);

- (g) the right, if any, to exchange or convert the shares of such series into shares of any other series of the Preferred Stock or into shares of any other class of stock of this Corporation, and the rate or basis, time, manner, terms and conditions of exchange or conversion or the method by which the same shall be determined; and
- (h) the other special rights, if any, and the qualifications, limitations or restrictions thereof, of the shares of such series.

The Board of Directors shall fix the terms of each such series by resolution or resolutions adopted at any time prior to the issuance of the shares thereof, and the terms of each such series may, subject only to restrictions, if any, imposed by applicable law, vary from the terms of other series to the extent determined by the Board of Directors from time to time and provided in the resolution or resolutions fixing the terms of the respective series of the Preferred Stock.

The Board of Directors is also hereby expressly granted authority, at any time or from time to time, by resolution or resolutions, within the then total authorized number of shares of the Preferred Stock of all series, to increase the authorized number of shares of any series or of any Preferred Stock which is not part of a then existing series and to establish or re-establish any authorized or unissued shares of Preferred Stock as shares of any series or as Preferred Stock which is not part of any then existing series.

Division B. Common Stock

- 3. Dividends-- Out of the assets of this Corporation available for dividends, remaining after full satisfaction of the applicable preferential rights, if any, of holders of outstanding shares of Preferred Stock, in accordance with the provisions of any certificate or certificates setting forth the resolutions fixing the terms of series of the Preferred Stock and after making such provision, if any, as the Board of Directors may, in its discretion, deem necessary for working capital and reserves or for compliance with any other terms of any series of the Preferred Stock, then, and not otherwise, dividends may be declared and paid upon the Common Stock, to the exclusion of the Preferred Stock.
- 4. Purchases--Subject to any applicable provisions of any certificate or certificates setting forth the resolutions fixing the terms of any series of the Preferred Stock, this Corporation may at any time or from time to time purchase shares of its Common Stock in any manner now or hereafter permitted by law, publicly or privately, or pursuant to any agreement.
- 5. Distribution of Assets--In the event that this Corporation shall be liquidated, dissolved or wound up, after satisfaction of the applicable preferential rights, if any, of holders of outstanding shares of Preferred Stock in accordance with any certificate or certificates setting forth the terms of any series of the Preferred Stock, the holders of the Common Stock shall be entitled to receive, pro rata and to the exclusion of the Preferred Stock, all of the remaining assets of this Corporation available for distribution to its stockholders.

6. Voting Rights--Except as provided in any certificate or certificates setting forth the resolutions fixing the terms of series of the Preferred Stock, or as otherwise required by law, the holders of the Common Stock shall possess full and exclusive voting power for the election of directors and for all other purposes.

Division C. General

7. Issuance of Shares--All authorized shares of stock of this Corporation shall be available for issuance and may be issued in accordance with the provisions of this Certificate of Incorporation, as from time to time amended, and the statutes in such case made and provided, for such consideration permitted by law (not less than the par or stated value thereof) as may be fixed from time to time by the Board of Directors. Without limiting in any way the generality of the foregoing, shares of any class of stock of this Corporation or of any series of any class may be issued in exchange for and upon surrender of outstanding shares of any other class or series upon such basis as the Board of Directors may at any time or from time to time determine and all shares so issued shall be and be taken to be full-paid and non-assessable and not liable to any further call, subject to the provisions of paragraph 8 below.
8. Exchange or Conversion of Shares--If any shares of stock of this Corporation are at any time issued in exchange for or upon conversion of outstanding shares of another class or series, the capital of this Corporation in respect of the shares surrendered for exchange or conversion immediately prior to such issue, or deemed by the Board of Directors to be applicable to said shares, shall thereupon and in each case, without effecting a reduction of the capital of this Corporation, be and be deemed to be allocated to the shares so issued or, if shares of more than one series or class of stock be so issued, to be allocated between the shares of the series or classes so issued as may be determined by the Board of Directors; provided that, if any shares so issued be shares with par value, the amount to be allocated to them shall be at least equal to the aggregate par value of such shares and, if the shares so issued be shares with a par value and also shares without par value, the amount to be allocated to them in the aggregate shall exceed the aggregate par value of said shares with par value. Nothing herein shall prevent the taking of any action at any time or from time to time with respect to the capital of this Corporation, however such capital shall then be allocated, or whether to increase or decrease the same with respect to any class or classes, or otherwise, in any manner or to any extent now or hereafter permitted by law.
9. Fractional Shares--Fractions of shares resulting from any exchange or conversion of outstanding shares of stock of this Corporation may, in the discretion of the Board of Directors, be disregarded in whole or part, to be provided for in cash or be represented by scrip certificates containing such terms and conditions (including without limitation and if deemed advisable non-voting and non-dividend bearing provisions and authority for the sale of fractions of shares represented by such scrip certificates for account of the holders thereof) as the Board of Directors may fix and determine.

FIFTH: The names and places of residence of each of the original incorporators are as follows:

Gardner Small

277 Avenue C
New York, N. Y.

Rolf F. Wisness.

470 76th Street
Brooklyn, N. Y.

Herbert A. Power

77-17 64th Street
Glendale, L. I., N. Y.

SIXTH: This corporation is to have perpetual existence.

SEVENTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

EIGHTH: No holder of any stock of this corporation shall be entitled as of right to purchase or subscribe for any part of any stock of the corporation authorized herein or of any additional stock of any class to be issued by reason of any increase of the authorized capital stock of the corporation, or of any bonds, certificates of indebtedness, debentures or other securities convertible into stock of the corporation, but any stock authorized herein or any such additional authorized issue of any stock or of securities convertible into stock may be issued and disposed of by the board of directors to such persons, firms, corporations or associations, and upon such terms and conditions as the board of directors may in their discretion determine, without offering any thereof on the same term or on any terms to the stockholders then of record or to any class of stockholder.

NINTH: In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

- (a) To make, alter, amend and rescind the by-laws of this corporation; to fix the amount to be reserved as working capital; to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.
- (b) From time to time to determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of this corporation, other than the stock ledger, or any of them, shall be open to the inspection of the stockholder, and no stockholder shall have any right of inspecting any account or book or document of this corporation except as conferred by statute, or authorized by the directors, or by a resolution of the stockholders.
- (c) If the by-laws so provide, to designate two or more of their number to constitute an executive committee, which committee shall for the time being, as provided in said resolution or in the by-laws of this corpo-

ration, have and exercise any or all of the powers of the board of directors in the management of the business and affairs of this corporation, and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

TENTH: This corporation may in its by-laws confer powers additional to the foregoing upon the directors, in addition to the powers and authorities expressly conferred upon them by the statute.

ELEVENTH: Both stockholders and directors shall have power, if the by-laws so provide, to hold their meetings either within or without the State of Delaware; and the corporation may have one or more offices in addition to the principal office in Delaware, and keep its books (subject to the provision of the statutes) outside of the State of Delaware at such places as may be from time to time designated by the board.

TWELFTH: No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by the fact that any one or more of the directors or officers of the corporation is or are interested in or is a member, director, officer or stockholder or are members, directors, officers or stockholders of, such other firm or corporation, and any director or directors, officer or officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of the corporation or in which the corporation is interested; and no contract, act or transaction of the corporation with any person, firm, corporation or association shall be affected or invalidated by the fact that any director or directors, or officer or officers of the corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person, firm, corporation or association, and each and every person, who may become a director or officer of the corporation is hereby relieved, as far as is legally permissible, from any disability which might otherwise prevent him from contracting with the corporation for the benefit of himself, or of any firm, corporation or association in which he may in any way be interested.

THIRTEENTH: The corporation shall have power to indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any by-laws, agreement, vote of stockholders, or otherwise.

FOURTEENTH:

(A) Business Combinations with Substantial Stockholders.

1. 90% Required Vote. Except as provided in Subparagraph (2) hereof, the affirmative vote of at least 90% of the vote which all holders of Common Stock of this Corporation, voting as a single class, are entitled to cast thereon with respect to such Common Stock and, in addition, the affirmative vote of the number or proportion of shares of any class or series of any class of shares of this Corporation, if any, as shall at the time be required by the express terms of any such class or series, shall be required to approve any of the following transactions ("Business Combinations") involving a Substantial Stockholder (hereinafter defined):
 - (a) any merger or consolidation of this Corporation or any subsidiary thereof with or into (i) any Substantial Stockholder or (ii) any other corporation which after such merger or consolidation would be an Affiliate (hereinafter defined) of a Substantial Stockholder, or
 - (b) any sales, lease, exchange, mortgage, pledge, transfer or other disposition (in one transaction or a series of related transactions) to or with any Substantial Stockholder of any substantial part (hereinafter defined) of the assets of this Corporation of any subsidiary thereof, or
 - (c) the issuance or transfer by this Corporation or by any subsidiary thereof (in one transaction or series of related transactions) of any equity securities, or rights with respect to equity securities, of this Corporation or any subsidiary thereof to any Substantial Stockholder in exchange for cash, securities or other property (or a combination thereof) having an aggregate fair market value of \$5,000,000 or more, except in the course of a public offering when such securities are issued to a Substantial Stockholder who is an underwriter in such offering primarily for resale, or
 - (d) the adoption of any plan or proposal for the liquidation or dissolution of this Corporation if, as of the record date for the determination of Stockholders entitled to notice thereof and to vote thereon, any person shall be a Substantial Stockholder, or
 - (e) any reclassification of securities (including any reverse stock split) or recapitalization of this Corporation, or any reorganization, merger or consolidation of this Corporation with any of its subsidiaries or any similar transaction (whether or not with or into or otherwise involving a Substantial Stockholder) which has the effect,

directly or indirectly, of increasing the proportionate share of the outstanding securities of any class of equity securities of this Corporation or any subsidiary which is directly or indirectly beneficially owned (as hereinafter defined) by any Substantial Stockholder.

2. Exceptions to 90% Required Vote. Subparagraph (A)(1) of this Article Fourteenth shall not apply to a Business Combination if either (a) the Business Combination is approved by a vote of three-quarters of the Continuing Directors, or (b) the Substantial Stockholder shall have complied with the provisions of Subparagraph (A)(3) of this Article Fourteenth and all other holders of Common Stock of this Corporation shall have been given a reasonable opportunity immediately before the consummation of the Business Combination to receive in the Business Combination, or the right to receive as a result of or in the Business Combination, cash, cash and other consideration, or other consideration, the per share fair market value of which will not, at the time the Business Combination is effected, together with any cash, be less than the greatest of (i) the highest price per share (including brokerage commissions, soliciting dealers' fees and all other expenses) paid by the Substantial Stockholder in acquiring any of its shares of Common Stock of this Corporation; (ii) the per share book value of this Corporation's Common Stock at the time the Business Combination is effected determined by such independent appraisal firm or other experts as the Board of Directors deem appropriate; (iii) the highest sale or bid price per share for the Common Stock during the 24 months immediately preceding the time the Business Combination is effected; and (iv) an amount which bears the same or a greater percentage relationship to the market price of this Corporation's Common Stock immediately prior to the announcement of the Business Combination as the highest per share price paid in (i) above bore to the market price of this Corporation's Common Stock immediately prior to the commencement of acquisition of this Corporation's Common Stock by such Substantial Stockholder.
3. Restrictions on Corporate Action. Without the approval of three-quarters of the Continuing Directors, a Substantial Stockholder, after the time it became such, seeking to comply with clause (b) of Subparagraph (A)(2) of this Article Fourteenth, shall not have (i) made any material change in this Corporation's business or capital structure, (ii) received the benefit directly or indirectly (except proportionately as a Stockholder) of any loan, advances, guarantees, pledges or other financial assistance provided by this Corporation, (iii) made, caused or brought about, directly or indirectly, any change in this Corporation's Certificate of Incorporation or By-laws or in the membership of this Corporation's Board of Directors or any committee thereof, or (iv) acquired any newly issued or treasury shares of this Corporation's capital stock directly or indirectly from this Corporation (except upon conversion of convertible securities or as a result of a pro rata share dividend or share split).

4. Certain Definitions. The following terms when used herein shall have the meanings set forth below:

- (a) The term "Substantial Stockholder" shall mean any person, corporation or other entity, together with any other entity with which it or its Affiliate or Associate (hereinafter defined) has any agreement, arrangement or understanding for the purpose of acquiring, holding, voting or disposing of capital stock of the Corporation or which is its Affiliate or Associate, which immediately prior to any Business Combination has "beneficial ownership" (hereinafter defined) of more than 10% of the outstanding shares of Common Stock of this Corporation. For the purpose of this Article Fourteenth, the outstanding shares of Common Stock shall include all shares deemed owned under the definition herein of beneficial ownership, but shall not include any other shares which may be issuable either immediately or at some future date pursuant to any agreement, or upon exercise of conversion rights, warrants or options, or otherwise.
- (b) The terms "Affiliate" and "Associate" shall have the meanings ascribed thereto in Rule 12b-2 promulgated under the Securities Exchange Act of 1934 in effect on January 1, 1984.
- (c) The term "beneficial ownership" shall have the meaning ascribed thereto in Rule 13d-3 promulgated under the Securities Exchange Act of 1934 in effect on January 1, 1984. Without limitation, any shares of Common Stock of this Corporation which any Substantial Stockholder has the right to acquire either immediately or at some future date pursuant to any agreement, or upon exercise of conversion rights, warrants or options or otherwise, shall be deemed beneficially owned by a person in determining whether such person is a Substantial Stockholder.
- (d) The term "substantial part" shall mean assets having a book value in excess of 10% of the book value of the total consolidated assets of this Corporation at the end of its most recent fiscal year ending prior to the time the determination is made, all determined in accordance with generally accepted accounting principles.
- (e) The term "Continuing Director" shall mean a person who was a member of the board of directors of this Corporation immediately prior to the date as of which the Substantial Stockholder in question became a Substantial Stockholder, or, following such date, a person designated (before his initial election or appointment as a director) as a Continuing Director by a majority of the Whole Board, but only if a majority of the Whole Board shall not then consist of Continuing Directors, by a majority of the then Continuing Directors.

(f) The term "Whole Board" shall mean the total number of directors which this Corporation would have if there were no vacancies.

5. Findings. A majority of the Whole Board shall have the power to determine, but only if a majority of the Whole Board shall then consist of Continuing Directors, or, if a majority of the Whole Board shall not then consist of Continuing Directors, a majority of the then Continuing Directors shall have the power to determine, for the purposes of this Article Fourteenth, on the basis of information known to them, (i) the number of shares of common stock of this Corporation beneficially owned by any person, (ii) whether a person is an Affiliate or an Associate of another, and (iii) any other factual matter relating to the applicability or effect of this Article Fourteenth.
6. Conclusive Determination. Any determinations made by the Board of Directors, or by the Continuing Directors, as the case may be, pursuant to this Article Fourteenth in good faith and on the basis of such information and assistance as was then reasonably available for such purpose shall be conclusive and binding upon this Corporation and its stockholders, including any Substantial Stockholder.
7. Fiduciary Duty. Nothing contained in this Article Fourteenth shall be construed to relieve any Substantial Stockholder from any fiduciary obligation imposed by law.
8. Severability. In the event that any paragraph (or portion thereof) of this Article Fourteenth shall be found to be invalid, prohibited or unenforceable for any reason, the remaining provisions, or portion thereof, of this Article Fourteenth shall be deemed to remain in full force and effect, and shall be construed as if such invalid, prohibited or unenforceable provision had been stricken herefrom or otherwise rendered inapplicable, it being the intent of this Corporation and its stockholders that each such remaining provision (or portion thereof) of this Article Fourteenth remain, to the fullest extent permitted by law, applicable and enforceable as to all stockholders, including Substantial Stockholder, notwithstanding any such findings.
9. Amendments. This Paragraph (A) of this Article Fourteenth shall not be amended, modified or repealed in any manner, directly or indirectly, except by (i) the approval of 90 % of the vote which all holders of Common Stock, voting as a single class, are entitled to cast thereon with respect to such Common Stock and, in addition, the affirmative vote of any other class of shares of this Corporation, if any as shall at the time be required by the express terms of any such class or series, or (ii) the approval of three-quarters of the Continuing Directors and the stockholder approval otherwise required by statute or by-law for such amendment.

(B) By-law and Preferred Stock Provisions.

The provisions of Paragraph (A) of this Article Fourteenth shall be subject to the express terms of any class or series of any class of preferred stock of this Corporation. The By-laws of this Corporation shall not contain any provisions inconsistent with this Article Fourteenth.

FIFTEENTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any Receiver or Receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code, or on the application of trustees in dissolution or of any Receiver or Receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said Court directs. If a majority in number representing three-fourth in value of the creditors, or class of creditors, and/or of the stockholder or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement, and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the Court to which the said application has been made be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders of this Corporation, as the case may be, and also on this Corporation.

SIXTEENTH: This Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

1. This Restated Certificate of Incorporation was duly adopted by the board of directors in accordance with Sections 245 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Harsco Corporation has caused this Certificate to be signed by its Chairman and Chief Executive Officer, J. J. Burdge and attested by G. F. Gilbert, Jr., its Vice President and Secretary this 24th day of April, 1984.

By


J. J. Burdge

Chairman and Chief Executive Officer

ATTEST:

By


G. F. Gilbert, Jr.

Vice President and Secretary