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State of Delaware

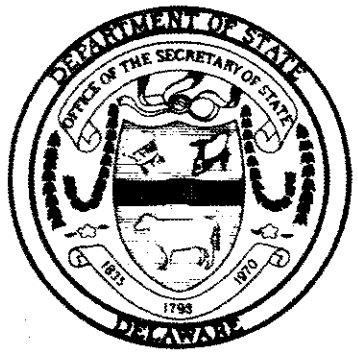


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SEC. OF STATE
91 JUL 15 AM 11 49

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE CERTIFICATE OF MERGER OF "ELWIN G. SMITH, INC." AND "SOUTHWESTERN MATERIALS & SUPPLY, INC." MERGING WITH AND INTO "E. G. SMITH CONSTRUCTION PRODUCTS, INC." UNDER THE NAME OF "E. G. SMITH CONSTRUCTION PRODUCTS, INC." WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 1990, AT 10 O'CLOCK A.M.

* * * * *



721178019

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: *3093363
DATE: 06/27/1991