TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/15/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Dayton Superior Corporation		12/14/2006	CORPORATION: OHIO

RECEIVING PARTY DATA

Name:	Dayton Superior Delaware Corporation
Doing Business As:	DBA Dayton Superior Corporation
Street Address:	7777 Washington Village Drive
Internal Address:	Suite 130
City:	Dayton
State/Country:	OHIO
Postal Code:	45459
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 45

Property Type	Number	Word Mark
Serial Number:	78136567	AHT MASTER
Registration Number:	1500540	BOND TECH
Registration Number:	2619423	DAYTON/RICHMOND
Registration Number:	2658475	EDOCO
Registration Number:	1517188	ESCO
Registration Number:	2662602	GR
Serial Number:	76361415	HOLZIN
Serial Number:	76260739	SPECLINK
Registration Number:	2684897	UTILITY ANCHOR
Registration Number:	2536888	AMERICAN HIGHWAY TECHNOLOGY
Registration Number:	1538915	GYRO LIFT

CH $1140.00 78136567

Registration Number:	2301428	GYRO TILT PLUS
Registration Number:	1287643	DAYTON SUPERIOR
Registration Number:	2158144	DAYTON SUPERIOR
Registration Number:	1768658	SURE-GRIP
Registration Number:	1452916	A
Registration Number:	1453913	C
Registration Number:	1397671	LEVELAYER
Registration Number:	1177246	DAY-CHEM
Registration Number:	1009108	SWIFT LIFT
Registration Number:	0846110	JAHN
Registration Number:	0798721	SURE-GRIP
Registration Number:	0751913	JAHN
Serial Number:	78733628	BUILDING STRENGTH
Serial Number:	78735872	
Serial Number:	78943777	TAPERLOCK
Serial Number:	78664181	SL
Serial Number:	78942276	TAPER-LOCK
Serial Number:	78685799	DAY-SUP
Serial Number:	78567360	IRONSHINE
Serial Number:	78554328	FORMC@D
Serial Number:	78532173	CORMAX
Serial Number:	78420852	STAR
Serial Number:	77057245	DIAMOND POLISH FLOOR SYSTEMS DAYTON SUPERIOR
Serial Number:	77027357	COLLEGE OF KNOWLEDGE
Serial Number:	77012699	SURE GUARD
Serial Number:	76361412	STAR
Serial Number:	75756367	BAR LOCK
Serial Number:	75524646	PRISON-LOC
Serial Number:	75184331	CASTLE CHAIR REBAR SUPPORTS
Serial Number:	74731779	AZTEC
Serial Number:	74731778	AZTEC
Serial Number:	74365633	
Serial Number:	74365442	CONSPEC
Serial Number:	73314790	SYMONS

CORRESPONDENCE DATA

Fax Number: (404)572-5134

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 404-572-4691

Email: jhannon@kslaw.com

Correspondent Name: James M. Hannon

Address Line 1: 1180 Peachtree Street

Address Line 2: King & Spalding LLP - 34th Floor

Address Line 4: Atlanta, GEORGIA 30309

ATTORNEY DOCKET NUMBER:	09631.009042
NAME OF SUBMITTER:	James M. Hannon
Signature:	/James M. Hannon/
Date:	12/15/2006

Total Attachments: 16

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Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT

FIRST: "DAYTON SUPERIOR CORPORATION", A CORPORATION DULY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF OHIO, FILED IN THIS OFFICE THE FOURTEENTH DAY OF DECEMBER, A.D. 2006, AT 5:33 O'CLOCK P.M., A CERTIFICATE OF SURRENDER OF AUTHORITY OF THE CORPORATION TO DO BUSINESS IN THIS STATE AND ITS WITHDRAWAL THEREFROM.

SECOND: THE APPOINTMENT OF THE REGISTERED AGENT OF "DAYTON SUPERIOR CORPORATION", IN THIS STATE, UPON WHOM PROCESS AGAINST THE CORPORATION MAY BE SERVED, SHALL BE REVOKED.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2786072 8100W

061148120

AUTHENTICATION: 5282176

DATE: 12-15-06

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:33 PM 12/14/2006
FILED 05:33 PM 12/14/2006
SRV 061148120 - 2786072 FILE

STATE OF DELAWARE
CERTIFICATE OF WITHDRAWAL
FROM THE STATE OF DELAWARE

KNOW ALL MEN BY THESE PRESENTS:

That Dayton Superior Corporation organized under and by virtue of the laws of the State of Ohio, duly authorized to do business in the State of Delaware, does hereby certify that said corporation, by action of its Board of Directors, surrenders its authority to transact business in Delaware and withdraws therefrom, and specifies 7777 Washington Village Drive, Suite 130, Dayton OH 45459 as the address to which the Secretary of the State of Delaware may mail any process against this corporation that may be served upon him.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the aforesaid corporation the 14th day of December, A.D. 2006.

By: Thomas W Roehrig
Authorized Officer

Name: Thomas W. Roehrig
Print or Type

Title: Vice President and Secretary

Delaware

The First State

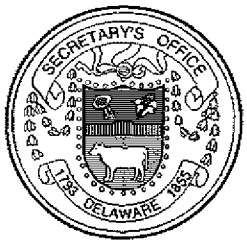
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"DAYTON SUPERIOR CORPORATION", AN OHIO CORPORATION,

WITH AND INTO "DAYTON SUPERIOR DELAWARE CORPORATION" UNDER THE NAME OF "DAYTON SUPERIOR CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF DECEMBER, A.D. 2006, AT 5:33 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIFTEENTH DAY OF DECEMBER, A.D. 2006.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 5282672

DATE: 12-15-06

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:33 PM 12/14/2006
FILED 05:33 PM 12/14/2006
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CERTIFICATE OF MERGER

of

DAYTON SUPERIOR CORPORATION
an Ohio corporation

with and into
DAYTON SUPERIOR DELAWARE CORPORATION
a Delaware corporation

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law (the "DGCL") and Section 1701.79 of the Ohio General Corporation Law (the "OGCL"), Dayton Superior Delaware Corporation, a Delaware corporation (the "Surviving Corporation"), hereby certifies to the following information regarding the merger of Dayton Superior Corporation, an Ohio corporation (the "Merging Corporation"), with and into the Surviving Corporation (the "Merger"):

FIRST: The names and states of incorporation of the Surviving Corporation and the Merging Corporation (the "Entities"), are as follows:

Name	State
Dayton Superior Delaware Corporation	Delaware
Dayton Superior Corporation	Ohio

SECOND: The Merging Corporation has 13,005,000 shares of authorized common stock, 10,923,283 shares of which have been issued; the shares have no par value.

THIRD: The Agreement and Plan of Merger dated as of December 11, 2006 (the "Merger Agreement"), between the Surviving Corporation, and the Merging Corporation, setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the Entities in accordance with Title 8, Section 252 and Section 103 of the DGCL and Section 1701.79 of the OGCL.

FOURTH: The name of the corporation surviving the Merger is "Dayton Superior Delaware Corporation", a Delaware corporation, which will continue its existence as said surviving corporation under the name "Dayton Superior Corporation", a Delaware corporation, upon the effective date of the Merger pursuant to the provisions of the DGCL.

FIFTH: The Amended and Restated Certificate of Incorporation of the Surviving Corporation attached hereto as Exhibit A shall continue to be the Amended and Restated Certificate of Incorporation of the Surviving Corporation until amended and changed pursuant to the provisions of the DGCL.

SIXTH: The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is: 7777 Washington Village Drive, Suite 130, Dayton, Ohio 45459.

SEVENTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of the Entities.

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EIGHTH: This Certificate of Merger, and the Merger provided for herein, shall become effective on December 15, 2006.

IN WITNESS WHEREOF, the Surviving Corporation has caused this certificate to be signed by the undersigned this 14th day of December, 2006.

DAYTON SUPERIOR DELAWARE CORPORATION

By: /s/ THOMAS W. ROEHRIG
Name: Thomas W. Roehrig
Title: Vice President and Secretary

EXHIBIT A

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

[Attached]

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
DAYTON SUPERIOR DELAWARE CORPORATION

The present name of the corporation (hereinafter called the "Corporation") is "Dayton Superior Delaware Corporation". The name under which the Corporation was originally incorporated is "Dayton Superior Delaware Corporation", and the date of filing of the original certificate of incorporation of the Corporation with the Secretary of State of the State of Delaware is December 5, 2006. The amendment and restatement of the restated certificate of incorporation herein certified have been duly adopted by the stockholders in accordance with the provisions of Section 242 and of Section 245 of the General Corporation Law of the State of Delaware.

FIRST. The name of the Corporation is "Dayton Superior Corporation".

SECOND. The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, 19808. The name of its registered agent at such address is Corporation Service Company.

THIRD. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH. The Corporation shall have authority to issue one class of Common Stock and one class of Preferred Stock. The Corporation may issue 100,000,000 shares of Common Stock, $0.01 par value per share (the "Common Stock"). The Corporation may issue 10,000,000 shares of Preferred Stock, $0.01 par value per share (the "Preferred Stock").

The Preferred Stock may be issued from time to time in one or more series. The board of directors of the Corporation (the "Board of Directors") is hereby authorized to provide by resolution for the issuance of shares of Preferred Stock in one or more series and, by filing a certificate pursuant to the applicable law of the State of Delaware (hereinafter referred to as "Preferred Stock Designation"), setting forth such resolution, to establish by resolution from time to time the number of shares to be included in each such series, and to fix by resolution the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations and restrictions thereof. The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

a) The designation of the series, which may be by distinguishing number, letter or title;

b) The number of shares of the series, which number the Board of Directors may thereafter (except where otherwise provided in the Preferred Stock Designation) increase or decrease (but not below the number of shares thereof then outstanding);

c) The amounts or rates at which dividends will be payable on, and the preferences, if any, of shares of the series in respect of dividends, and whether such dividends, if any, shall be cumulative or noncumulative;

d) Dates at which dividends, if any, shall be payable;

e) The redemption rights and price or prices, if any, for shares of the series;

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f) The terms and amount of any sinking fund, if any, provided for the purchase or redemption of shares of the series;

g) The amounts payable on, and the preferences, if any, of shares of the series in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation;

h) Whether the shares of the series shall be convertible into, or exchangeable, or redeemable for, shares of any other class or series, or any other security, of the Corporation or any other corporation, and, if so, the specification of such other class or series or such other security, the conversion or exchange price or prices or rate or rates, any adjustments thereof, the date or dates at which such shares shall be convertible or exchangeable and all other terms and conditions upon which such conversion or exchange may be made;

i) The voting rights, if any, of the holders of shares of the series generally or upon specified events; and

j) Any other rights, powers, preferences of such shares as are permitted by law.

The Common Stock shall be subject to the express terms of the Preferred Stock and any series thereof. Except as may otherwise be provided in this Amended and Restated Certificate of Incorporation, in a Preferred Stock Designation or by applicable law, the holders of shares of Common Stock shall be entitled to one vote for each such share upon all questions presented to the shareholders and shall not have cumulative voting rights, the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes, and holders of Preferred Stock shall not be entitled to vote at or receive notice of any meeting of shareholders.

The Corporation shall be entitled to treat the person in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether or not the Corporation shall have notice thereof, except as expressly provided by applicable law.

FIFTH. Unless and except to the extent that the By-laws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

SIXTH.(1) The business and affairs of the Corporation shall be managed by, or under the direction of, the Board of Directors. The Board of Directors shall have that number of directors set out in the By-laws of the Corporation as adopted or as set from time to time by a duly adopted amendment thereto by the directors or shareholders of the Corporation.

(2) The Board of Directors (other than those directors elected by the holders of any series of Preferred Stock provided for or fixed pursuant to the provisions of Article FOURTH hereof (the "Preferred Stock Directors")) shall be divided into three classes, as nearly equal in number as possible, designated Class I, Class II and Class III. Class I directors shall initially serve until the 2007 meeting of shareholders; Class II directors shall initially serve until the 2008 meeting of shareholders; and Class III directors shall initially serve until the 2009 meeting of shareholders. Commencing with the annual meeting of shareholders in 2007, directors of each class the term of which shall then expire shall be elected to hold office for a three-year term and until the election and qualification of their respective successors in office. In case of any increase or decrease, from time to time, in the number of directors (other than Preferred Stock Directors), the number of directors in each class shall be apportioned as nearly equal as possible.

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(3) Subject to the rights of the holders of any one or more series of Preferred Stock then outstanding, newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause shall be filled solely by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board of Directors. Any director so chosen shall hold office until the next election of the class for which such director shall have been chosen and until his successor shall be elected and qualified. No decrease in the number of directors shall shorten the term of any incumbent director.

(4) Except for Preferred Stock Directors, if any, any director, or the entire Board of Directors, may be removed from office at any time, but only for cause and only by the affirmative vote of at least 75% of the total voting power of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors (the "Voting Stock"), voting together as a single class.

(5) During any period when the holders of any series of Preferred Stock have the right to elect additional directors as provided for or fixed pursuant to the provisions of Article FOURTH hereof, then upon commencement and for the duration of the period during which such right continues: (i) the then otherwise total authorized number of directors of the Corporation shall automatically be increased by such specified number of directors, and the holders of such Preferred Stock shall be entitled to elect the additional directors so provided for or fixed pursuant to said provisions and (ii) each such additional director shall serve until such director's successor shall have been duly elected and qualified, or until such director's right to hold such office terminates pursuant to said provisions, whichever occurs earlier, subject to his earlier death, disqualification, resignation or removal. Except as otherwise provided by the Board of Directors in the resolution or resolutions establishing such series, whenever the holders of any series of Preferred Stock having such right to elect additional directors are divested of such right pursuant to the provisions of such stock, the terms of office of all such additional directors elected by the holders of such stock, or elected to fill any vacancies resulting from the death, resignation, disqualification or removal of such additional directors, shall forthwith terminate and the total and authorized number of directors of the Corporation shall be reduced accordingly.

SEVENTH. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to make, alter and repeal the By-laws of the Corporation.

Notwithstanding any other provisions of the Certificate of Incorporation or the By-laws of the Corporation and in addition to any other vote required by law, the affirmative vote of the holders of not less than 75% of the Voting Stock, voting together as a single class, shall be required in order for shareholders to alter, amend or repeal any provision of the By-laws of the Corporation.

EIGHTH. A director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended. If the General Corporation Law of the State of Delaware is amended after the effective date of this Amended and Restated Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended.

Any amendment, modification or repeal of the foregoing paragraph shall not adversely affect any right or protection of a director of the Corporation hereunder with respect to any act or omission occurring prior to the time of such amendment, modification or repeal.

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NINTH. Except as otherwise provided for or fixed pursuant to the provisions of Article FOURTH of this Amended and Restated Certificate of Incorporation relating to the rights of holders of any series of Preferred Stock, no action that is required or permitted to be taken by the shareholders of the Corporation at any annual or special meeting of shareholders may be effected by written consent of shareholders in lieu of a meeting of shareholders, unless the action to be effected by written consent of shareholders and the taking of such action by such written consent have expressly been approved in advance by the Board of Directors.

TENTH. The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon shareholders, directors or any other persons whomsoever by and pursuant to this Amended and Restated Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this article.

ELEVENTH. The Corporation elects not to be governed by Section 203 of the General Corporation Law of the State of Delaware.

TWELFTH. Notwithstanding anything to the contrary elsewhere contained in this Amended and Restated Certificate of Incorporation of the Corporation, the affirmative vote of the holders of at least 75% of the Voting Stock, voting together as a single class, shall be required to alter, amend or repeal, or to adopt any provision inconsistent with, the following Articles of this Amended and Restated Certificate of Incorporation: Article FOURTH, Article SIXTH, Article SEVENTH, Article EIGHTH, Article NINTH and Article TWELFTH.

THIRTEENTH. The effective time of this Amended and Restated Certificate of Incorporation shall be December 15, 2006.

Signed on December 14, 2006.

/s/ THOMAS W. ROEHRIG
Thomas W. Roehrig
Vice President and Secretary

TRADEMARK
REEL: 003445 FRAME: 0432

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "DAYTON SUPERIOR CORPORATION", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF DECEMBER, A.D. 2006, AT 5:33 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID RESTATED CERTIFICATE IS THE FIFTEENTH DAY OF DECEMBER, A.D. 2006.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

4261714 8100

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AUTHENTICATION: 5282420

DATE: 12-15-06

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:33 PM 12/14/2006
FILED 05:33 PM 12/14/2006
SRV 061148191 - 4261714 FILE

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF DAYTON SUPERIOR DELAWARE CORPORATION

The present name of the corporation (hereinafter called the "Corporation") is "Dayton Superior Delaware Corporation". The name under which the Corporation was originally incorporated is "Dayton Superior Delaware Corporation", and the date of filing of the original certificate of incorporation of the Corporation with the Secretary of State of the State of Delaware is December 5, 2006. The amendment and restatement of the restated certificate of incorporation herein certified have been duly adopted by the stockholders in accordance with the provisions of Section 242 and of Section 245 of the General Corporation Law of the State of Delaware.

FIRST. The name of the Corporation is "Dayton Superior Corporation".

SECOND. The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, 19808. The name of its registered agent at such address is Corporation Service Company.

THIRD. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH. The Corporation shall have authority to issue one class of Common Stock and one class of Preferred Stock. The Corporation may issue 100,000,000 shares of Common Stock, $0.01 par value per share (the "Common Stock"). The Corporation may issue 10,000,000 shares of Preferred Stock, $0.01 par value per share (the "Preferred Stock").

The Preferred Stock may be issued from time to time in one or more series. The board of directors of the Corporation (the "Board of Directors") is hereby authorized to provide by resolution for the issuance of shares of Preferred Stock in one or more series and, by filing a certificate pursuant to the applicable law of the State of Delaware (hereinafter referred to as "Preferred Stock Designation"), setting forth such resolution, to establish by resolution from time to time the number of shares to be included in each such series, and to fix by resolution the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations and restrictions thereof. The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

(a) The designation of the series, which may be by distinguishing number, letter or title;

(b) The number of shares of the series, which number the Board of Directors may thereafter (except where otherwise provided in the Preferred Stock Designation) increase or decrease (but not below the number of shares thereof then outstanding);

(c) The amounts or rates at which dividends will be payable on, and the preferences, if any, of shares of the series in respect of dividends, and whether such dividends, if any, shall be cumulative or noncumulative;

(d) Dates at which dividends, if any, shall be payable;

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(e) The redemption rights and price or prices, if any, for shares of the series;

(f) The terms and amount of any sinking fund, if any, provided for the purchase or redemption of shares of the series;

(g) The amounts payable on, and the preferences, if any, of shares of the series in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation;

(h) Whether the shares of the series shall be convertible into, or exchangeable, or redeemable for, shares of any other class or series, or any other security, of the Corporation or any other corporation, and, if so, the specification of such other class or series or such other security, the conversion or exchange price or prices or rate or rates, any adjustments thereof, the date or dates at which such shares shall be convertible or exchangeable and all other terms and conditions upon which such conversion or exchange may be made;

(i) The voting rights, if any, of the holders of shares of the series generally or upon specified events; and

(j) Any other rights, powers, preferences of such shares as are permitted by law.

The Common Stock shall be subject to the express terms of the Preferred Stock and any series thereof. Except as may otherwise be provided in this Amended and Restated Certificate of Incorporation, in a Preferred Stock Designation or by applicable law, the holders of shares of Common Stock shall be entitled to one vote for each such share upon all questions presented to the shareholders and shall not have cumulative voting rights, the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes, and holders of Preferred Stock shall not be entitled to vote at or receive notice of any meeting of shareholders.

The Corporation shall be entitled to treat the person in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether or not the Corporation shall have notice thereof, except as expressly provided by applicable law.

FIFTH. Unless and except to the extent that the By-laws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

SIXTH.(1) The business and affairs of the Corporation shall be managed by, or under the direction of, the Board of Directors. The Board of Directors shall have that number of directors set out in the By-laws of the Corporation as adopted or as set from time to time by a duly adopted amendment thereto by the directors or shareholders of the Corporation.

(2) The Board of Directors (other than those directors elected by the holders of any series of Preferred Stock provided for or fixed pursuant to the provisions of Article FOURTH hereof (the "Preferred Stock Directors")) shall be divided into three classes, as nearly equal in number as possible, designated Class I, Class II and Class III. Class I directors shall initially serve until the 2007 meeting of shareholders; Class II directors shall initially serve until the 2008 meeting of shareholders; and Class III directors shall initially serve until the 2009 meeting of shareholders. Commencing with the annual meeting of shareholders in 2007, directors of each class the term of which shall then expire shall be elected to hold office for a three-year term and until the election and qualification of their respective

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successors in office. In case of any increase or decrease, from time to time, in the number of directors (other than Preferred Stock Directors), the number of directors in each class shall be apportioned as nearly equal as possible.

(3) Subject to the rights of the holders of any one or more series of Preferred Stock then outstanding, newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause shall be filled solely by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board of Directors. Any director so chosen shall hold office until the next election of the class for which such director shall have been chosen and until his successor shall be elected and qualified. No decrease in the number of directors shall shorten the term of any incumbent director.

(4) Except for Preferred Stock Directors, if any, any director, or the entire Board of Directors, may be removed from office at any time, but only for cause and only by the affirmative vote of at least 75% of the total voting power of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors (the "Voting Stock"), voting together as a single class.

(5) During any period when the holders of any series of Preferred Stock have the right to elect additional directors as provided for or fixed pursuant to the provisions of Article FOURTH hereof, then upon commencement and for the duration of the period during which such right continues: (i) the then otherwise total authorized number of directors of the Corporation shall automatically be increased by such specified number of directors, and the holders of such Preferred Stock shall be entitled to elect the additional directors so provided for or fixed pursuant to said provisions and (ii) each such additional director shall serve until such director's successor shall have been duly elected and qualified, or until such director's right to hold such office terminates pursuant to said provisions, whichever occurs earlier, subject to his earlier death, disqualification, resignation or removal. Except as otherwise provided by the Board of Directors in the resolution or resolutions establishing such series, whenever the holders of any series of Preferred Stock having such right to elect additional directors are divested of such right pursuant to the provisions of such stock, the terms of office of all such additional directors elected by the holders of such stock, or elected to fill any vacancies resulting from the death, resignation, disqualification or removal of such additional directors, shall forthwith terminate and the total and authorized number of directors of the Corporation shall be reduced accordingly.

SEVENTH. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to make, alter and repeal the By-laws of the Corporation.

Notwithstanding any other provisions of the Certificate of Incorporation or the By-laws of the Corporation and in addition to any other vote required by law, the affirmative vote of the holders of not less than 75% of the Voting Stock, voting together as a single class, shall be required in order for shareholders to alter, amend or repeal any provision of the By-laws of the Corporation.

EIGHTH. A director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended. If the General Corporation Law of the State of Delaware is amended after the effective date of this Amended and Restated Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended.

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Any amendment, modification or repeal of the foregoing paragraph shall not adversely affect any right or protection of a director of the Corporation hereunder with respect to any act or omission occurring prior to the time of such amendment, modification or repeal.

NINTH. Except as otherwise provided for or fixed pursuant to the provisions of Article FIFTH of this Amended and Restated Certificate of Incorporation relating to the rights of holders of any series of Preferred Stock, no action that is required or permitted to be taken by the shareholders of the Corporation at any annual or special meeting of shareholders may be effected by written consent of shareholders in lieu of a meeting of shareholders, unless the action to be effected by written consent of shareholders and the taking of such action by such written consent have expressly been approved in advance by the Board of Directors.

TENTH. The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon shareholders, directors or any other persons whomsoever by and pursuant to this Amended and Restated Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this article.

ELEVENTH. The Corporation elects not to be governed by Section 203 of the General Corporation Law of the State of Delaware.

TWELFTH. Notwithstanding anything to the contrary elsewhere contained in this Amended and Restated Certificate of Incorporation of the Corporation, the affirmative vote of the holders of at least 75% of the Voting Stock, voting together as a single class, shall be required to alter, amend or repeal, or to adopt any provision inconsistent with, the following Articles of this Amended and Restated Certificate of Incorporation: Article FOURTH, Article SIXTH, Article SEVENTH, Article EIGHTH, Article NINTH and Article TWELFTH.

THIRTEENTH. The effective time of this Amended and Restated Certificate of Incorporation shall be December 15, 2006.

Signed on December 14, 2006.

/s/ THOMAS W. ROEHRIG
Thomas W. Roehrig
Vice President and Secretary

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