

Delaware

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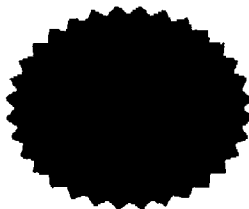
The First State

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:

"GENERAL SHALE PRODUCTS LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "GENERAL SHALE BRICK, INC." UNDER THE NAME OF "GENERAL SHALE BRICK, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JULY, A.D. 2004, AT 1:52 O'CLOCK P.M.

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

AUTHENTICATION: 3267901

DATE: 07-30-04

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State of Delaware
Secretary of State
Division of Corporations
Delivered 02:02 PM 07/30/2004
FILED 01:52 PM 07/30/2004
CERTIFICATE OF MERGER SRV 040560205 - 373567 FILE

OF
GENERAL SHALE BRICK, INC.

AND

GENERAL SHALE PRODUCTS LLC

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned corporation executed the following Certificate of Merger:

FIRST. The constituent entities participating in the merger herein certified are:

(i) General Shale Brick, Inc., a corporation incorporated under the laws of the State of Delaware; and

(ii) General Shale Products LLC, a limited liability company organized under the laws of the State of Delaware.

SECOND. The Merger Agreement and Plan of Merger has been approved, adopted, certified, executed, and acknowledged by the surviving corporation and the merging limited liability company.

THIRD. The name of the surviving corporation in the merger herein certified is General Shale Brick, Inc., a corporation incorporated under the laws of the State of Delaware.

FOURTH. The Certificate of Incorporation of General Shale Brick, Inc., a Delaware corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation.

FIFTH. The Merger Agreement and Plan of Merger is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows:

3211 North Roan Street
Johnson City, TN 37602

SIXTH. A copy of the aforesaid Merger Agreement and Plan of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of any constituent corporation or any member of any constituent limited liability company.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by an authorized officer this 3rd day of July, 2004.

GENERAL SHALE BRICK, INC,
a Delaware corporation

By: Richard L. Green
Richard L. Green
Chairman, President and Chief Executive Officer

- 2 - STM certificate of merger of general shale products and general shale brick2

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