STATE OF ALABAMA

I, Don Siegelman, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that duplicate originals of Articles of Merger merging Alabama By-Products Corporation, a Delaware corporation, into ABC Acquisition Corporation, an Alabama corporation, changing name to Alabama By-Products Corporation

duly signed and verified pursuant to the provisions of Section 10-2A-143, Code of Alabama, 1975, have been received in this office and are found to conform to law. Accordingly the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Merger merging Alabama By-Products Corporation into ABC Acquisition Corporation changing name to Alabama By-Products Corporation

and attaches hereto a duplicate original of the Articles of Merger.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

September 30, 1985
Date

Don Siegelman Secretary of State

ARTICLES OF MERGER
of
ALABAMA BY-PRODUCTS CORPORATION,
a Delaware corporation,
into
ABC ACQUISITION CORPORATION,
an Alabama corporation
and Change of Name to
"ALABAMA BY-PRODUCTS CORPORATION"

Pursuant to the provisions of §10-2A-146 of the Code of Alabama 1975, as amended, the undersigned corporations, ALABAMA BY-PRODUCTS CORPORATION and ABC ACQUISITION CORPORATION, adopt the following Articles of Merger for the purpose of merging ALABAMA BY-PRODUCTS CORPORATION into ABC ACQUISITION CORPORATION.

FIRST: The names of the undersigned corporations and the state or counties in which their Certificates or Articles of Incorporation are filed are:

Name of Corporation	County or State
ALABAMA BY-PRODUCTS CORPORATION	Delaware
ABC ACQUISITION CORPORATION	Walker County, Alabama

SECOND: The name of the surviving corporation, ABC ACQUISITION CORPORATION, shall, effective upon the filing hereof, be changed to "ALABAMA BY-PRODUCTS CORPORATION" in accordance with the provisions of the Plan of Merger described below, and the surviving corporation is to be governed by the laws of the State of Alabama.

THIRD: The plan of merger set forth in that certain Plan of Merger dated as of September 30, 1985, which is attached hereto as Exhibit A and made a part hereof as if set forth in full at this point, was duly adopted and approved by the Board of Directors of each of the undersigned corporations and thereafter unanimously approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Alabama Business Corporation Act and the General Corporation Law of the State of Delaware.

FOURTH: As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on said Plan of Merger, are as follows:

ALABAMA BY-PRODUCTS CORPORATION

Class of Stock	No. Shares Outstanding	Entitled to Vote as a Class
Class A Common	757,300	757,300
Class B Common	1,000,000	0*

*Not entitled to vote

ABC ACQUISITION CORPORATION

Class of Stock	No. Shares Outstanding	Entitled to Vote as a Class
Class A Common	100	100
Class B Common	0	0

FIFTH: As to each of the undersigned corporations, the total number of shares voted for and against said Plan of Merger, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against said Plan of Merger, respectively, are as follows:

ALABAMA BY-PRODUCTS CORPORATION

			As a Class	
Class of Stock	Total Voted for	Total Voted Against	Voted for	Voted Against
Class A Common	757,300	0	757,300	0

ABC ACQUISITION CORPORATION

			As a Class	
Class of Stock	Total Voted for	Total Voted Against	Voted for	Voted Against
Class A Common	100	0	100	0

Dated September 25, 1985.

ALABAMA BY-PRODUCTS CORPORATION

By Charles W. Adair
Its President

(SEAL)

And
Its Secretary

ABC ACQUISITION CORPORATION

By Charles W. Adair
Its President

And
Its Secretary

(ITS SEAL-THIS REPRESENTS THE SEAL OF ABC ACQUISITION CORPORATION IN ACCORDANCE WITH ITS BY-LAWS)

STATE OF ALABAMA)
) SS
COUNTY OF JEFFERSON)

I, the undersigned authority, a Notary Public in and for said County in said State, do hereby certify that on this 25th day of September, 1985, personally appeared before me Charles W. Adair, who, being by me first duly sworn, declared that he is the President of ALABAMA BY-PRODUCTS CORPORATION, a Delaware corporation, that he signed the foregoing documents as President of that corporation, and that the statements therein contained are true.

J. Fred McDuff
Notary Public

(NOTARIAL SEAL)

STATE OF ALABAMA)
) SS
COUNTY OF JEFFERSON)

I, the undersigned authority, a Notary Public in and for said County in said State, do hereby certify that on this 25th day of September, 1985, personally appeared before me Charles W. Adair, who, being by me first duly sworn, declared that he is the President of ABC ACQUISITION CORPORATION, that he signed the foregoing documents as President of that corporation, and that the statements therein contained are true.

J. Fred McDuff
Notary Public

(NOTARIAL SEAL)

PLAN OF MERGER
OF
ALABAMA BY-PRODUCTS CORPORATION,
a Delaware corporation
INTO
ABC ACQUISITION CORPORATION,
an Alabama corporation
dated as of September 30, 1985

The parent corporation, ALABAMA BY-PRODUCTS CORPORATION, a Delaware corporation, shall be merged into its wholly-owned subsidiary, ABC ACQUISITION CORPORATION, an Alabama corporation incorporated on September 24, 1985 in Walker County, Alabama, which shall be the surviving corporation, all pursuant to §10-2A-140 *et seq.* of the Alabama Business Corporation Act and Section 252 of the General Corporation Law of the State of Delaware, said merger to be effective at the close of business on September 30, 1985 following the filing of Articles of Merger in the Office of the Secretary of State of Alabama and following the filing of a Certificate of Merger with the Secretary of State of Delaware (hereinafter referred to as the "Effective Time").

The terms and conditions of the merger are as follows:

1.

The name of the surviving corporation shall be changed from "ABC ACQUISITION CORPORATION" to "ALABAMA BY-PRODUCTS CORPORATION", and the surviving corporation shall be governed by the laws of the State of Alabama.

2.

The Articles of Incorporation of the surviving corporation shall be the Articles of Incorporation of ABC ACQUISITION CORPORATION, which were filed in the Office of the Judge of Probate of Walker County, Alabama, and recorded in Volume 35 on pages 746 through 752, inclusive, and which are in effect at the Effective Time, as hereby amended to change the name of ABC ACQUISITION CORPORATION to "ALABAMA BY-PRODUCTS CORPORATION."

3.

Until altered, amended or repealed as therein provided or otherwise in accordance with law, the By-laws of ABC ACQUISITION CORPORATION that are in effect at the Effective Time shall be the By-laws of the surviving corporation.

EXHIBIT A

4.

Until their successors are duly elected and qualify, the Board of Directors of the surviving corporation shall be the directors of ALABAMA BY-PRODUCTS CORPORATION in office at the Effective Time.

5.

Until their successors are duly elected, the officers of the surviving corporation shall be the officers of ALABAMA BY-PRODUCTS CORPORATION holding office at the Effective Time.

6.

At the Effective Time the separate existence of ALABAMA BY-PRODUCTS CORPORATION shall cease, and said corporation shall be merged into ABC ACQUISITION CORPORATION, with the effect provided in §10-2A-145 of the Alabama Business Corporation Act and in Section 259 of the General Corporation Law of the State of Delaware.

7.

The manner and basis of converting the shares of each corporation is as follows:

The 757,300 shares of Class A Common Stock and the 1,000,000 shares of Class B Common Stock of ALABAMA BY-PRODUCTS CORPORATION authorized, issued and outstanding immediately prior to the Effective Time shall, at the Effective Time, be automatically converted into 757,300 shares of Class A Common Stock and 1,000,000 shares of Class B Common Stock, respectively, of ABC ACQUISITION CORPORATION, the surviving corporation.

The 100 shares of capital stock, $.01 par value per share, of ABC ACQUISITION CORPORATION owned by ALABAMA BY-PRODUCTS CORPORATION immediately prior to the Effective Time, which otherwise would be acquired by ABC ACQUISITION CORPORATION as the surviving corporation at the Effective Time, shall thereupon be cancelled as a result of the merger, but without reducing the authorized capital stock of the surviving corporation.

At and after the Effective Time the former shareholders of ALABAMA BY-PRODUCTS CORPORATION shall be entitled to surrender to the surviving corporation certificates representing in the aggregate 757,300 shares of Class A Common Stock and 1,000,000 shares of Class B

Common Stock of ALABAMA BY-PRODUCTS CORPORATION and shall receive in exchange therefor certificates representing in the aggregate 757,300 shares of Class A Common Stock and 1,000,000 shares of Class B Common Stock of the surviving corporation, issued under its new name, "ALABAMA BY-PRODUCTS CORPORATION."

8.

At any time prior to the filing of the Articles of Merger with the Secretary of State of Alabama or the Certificate of Merger with the Secretary of State of Delaware, the Plan of Merger may be terminated by the Board of Directors of either party hereto.

9.

Pursuant to Section 252(d) of the General Corporation Law of the State of Delaware, ABC ACQUISITION CORPORATION as the surviving corporation, agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of ALABAMA BY-PRODUCTS CORPORATION, as well as for enforcement of any obligation of ABC ACQUISITION CORPORATION, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware, does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings and does hereby specify P. O. Box 10246, Birmingham, Alabama 35202 as the address to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware.

10.

Anything contained herein to the contrary notwithstanding, the merger provided for herein shall not become effective unless or until the appropriate Articles of Merger have been properly filed with the Secretary of State of Alabama and his certificate has been issued in accordance with §10-2A-143 of the Alabama Business Corporation Act and the appropriate Certificate of Merger has been filed with the Secretary of State of Delaware.

IN WITNESS WHEREOF, each of ABC ACQUISITION CORPORATION and ALABAMA BY-PRODUCTS CORPORATION, pursuant to approval and authorization given by resolutions adopted by their respective Boards of Directors, has caused this Plan of Merger to be executed by its President and its corporate seal to be affixed hereto and attested by its Secretary, this 25th day of September, 1985.

ATTEST:

Its Secretary

ABC ACQUISITION CORPORATION

By
Its President

(Its Seal-this represents the Corporate Seal of ABC Acquisition Corporation in accordance with its By-laws)

ATTEST:

Its Secretary

ALABAMA BY-PRODUCTS CORPORATION

By
Its President

(Affix the Corporate Seal of Alabama By-Products Corporation)

Certification

The undersigned, being the Secretary of both Alabama By-Products Corporation, a Delaware corporation, and ABC Acquisition Corporation, an Alabama corporation, does hereby certify that the holders of all the outstanding stock of each of said corporations entitled to vote on the foregoing Plan of Merger have adopted said Plan of Merger by unanimous written consent.

Dated September 25, 1985.

Curtis W. Jones, Secretary of Alabama By-Products Corporation and Secretary of ABC Acquisition Corporation

RECEIVED

OCT 17 1985

SECRETARY OF STATE

106565

I CERTIFY THIS INSTRUMENT ... FILED

1985 SEP 24 PM 3:15

... AND PAGE SHOWN ABOVE

Stanley A. Wade

JUDGE OF PROBATE

VOL 35 PAGE 746

F-1757

STATE OF ALABAMA

I, Don Siegelman, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2A-26, Code of Alabama 1975, the corporate name ABC Acquisition Corporation is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of ABC Acquisition Corporation for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to be incorporated is Walker. I further certify that as set out in the application for reservation of corporate name, the Secretary of State's office does not assume any responsibility for the availability of the corporate name requested nor for any duplication which might occur.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

September 18, 1985- expires 1-17-86

Date

Don Siegelman

Don Siegelman Secretary of State

...OF ALABAMA

...lker County

...ey A. Wade, Judge of Probate

...eby certify the foregoing to be a

...py.

7 October 1985

Stanley A. Wade

Judge of Probate

F1757

ARTICLES OF INCORPORATION

OF

ABC ACQUISITION CORPORATION

VOL 35 PAGE 747

For the purpose of forming a corporation under the Alabama Business Corporation Act and any act amendatory thereof, supplementary thereto or substituted therefor (hereinafter referred to as the "Act"), the undersigned does hereby sign and adopt these Articles of Incorporation, and, upon the filing for record of these Articles of Incorporation in the Office of the Judge of Probate of Walker County, Alabama, the existence of a corporation (hereinafter referred to as the "Corporation"), under the name set forth in Article I hereof, shall commence.

STATE-ALA-WALKER-CO.
I CERTIFY THIS
INSTRUMENT WAS FILED
1985 SEP 24 PM 3:15
AND PAGE
JUDGE OF PROBATE

ARTICLE I.

NAME

1.1 The name of the Corporation shall be ABC Acquisition Corporation.

ARTICLE II.

PERIOD OF DURATION

2.1 The duration of the Corporation shall be perpetual.

ARTICLE III.

PURPOSES, OBJECTS AND POWERS

3.1 The purposes and objects and powers of the Corporation are:

(a) To engage in any lawful business, act or activity for which a corporation may be organized under the Act, it being the purpose and intent of this Article III to invest the Corporation with the broadest purposes, objects and powers lawfully permitted a corporation formed under the Act.

(b) To carry on any and all aspects, ordinary or extraordinary, of any lawful business and to enter into and carry out any transaction, ordinary or extraordinary, permitted by law, having and exercising in connection therewith all powers given to corporations by the laws of the State of Alabama.

(c) Without limiting the scope and generality of the foregoing, the Corporation shall have the following specific purposes, objects and powers:

(1) To construct, or acquire by lease or otherwise, purchase, own, maintain, operate, sell or otherwise dispose of, coke ovens, by-product plants, or plants of any kind or character, coal mine or mines, ore mine or mines, or mines of any other kind or character, or manufacturing plant or plants of any kind or character, land, mineral interests in land or any other interest in land.

(2) To have and to exercise any and all of the powers specifically granted in the business corporation laws of the State of Alabama, none of which shall be deemed to be inconsistent with the nature, character or object of the Corporation and none of which are denied to it by these Articles of Incorporation.

(3) To build, manufacture or otherwise process or produce; to acquire, own, manage, operate, improve or deal with; to sell, lease, mortgage, pledge, distribute or otherwise deal in and dispose of, property of every kind and wheresoever situated.

(4) To purchase, lease or otherwise acquire any interest in the properties and rights of any person, firm, corporation or governmental unit; to pay for the same in cash, in shares of stock, bonds, or other securities, evidences of indebtedness or property of this Corporation or of any other person, firm, corporation or governmental unit.

(5) To be a promoter or incorporator, to subscribe for, purchase, deal in and dispose of, any stock, bond, obligation or other security, of any person, firm, corporation, or governmental unit, and while the owner and holder thereof to exercise all rights of possession and ownership.

(6) To purchase or otherwise acquire (including, without limitation, to purchase its own shares to the extent of unreserved and unrestricted capital surplus

available therefor) to the fullest extent permitted by the Act, and to sell, pledge or otherwise deal in or dispose of shares of its own stock, bonds, obligations or other securities.

(7) To borrow money from any person, firm, corporation (business, public or non-profit), or governmental unit and to secure any debt by mortgage or pledge of any property of the Corporation; to make contracts, guarantees, and indemnity agreements and incur liabilities and issue its notes if not inconsistent with the provisions of the Constitution of Alabama as the same may be amended from time to time.

(8) To lend money, or aid or extend credit, to, or use its credit to assist, any person, firm, corporation (business, public or non-profit), or governmental unit, including, without limitation, its employees and directors and those of any subsidiary, in accordance with the Act.

(9) To guarantee any indebtedness and other obligations of, and to lend its aid and credit to, any person, firm, corporation (business, public or non-profit), or governmental unit, and to secure the same by mortgage or pledge of, or security interest in, any property of the Corporation.

(10) To consolidate, merge or otherwise reorganize in any manner permitted by law; to engage in one or more partnerships and joint ventures as general or limited partner.

(11) To carry on its business anywhere in the United States and in foreign countries.

(12) To elect or appoint officers and agents and define their duties and fix their compensation; to pay pensions and establish pension plans, pension trusts, profit sharing plans, and other incentive or deferred compensation plans for any or all of its directors, officers and employees.

(13) To make donations for the public welfare or for charitable, scientific, or educational purposes; to transact any lawful business which the Board of Directors shall find to be in aid of governmental policy.

3.2 All words, phrases and provisions appearing in this Article III are used in their broadest sense, are not limited by reference to or inference from any other words, phrases or provisions and shall be so construed.

ARTICLE IV.

CAPITAL STOCK

4.1 The aggregate number of shares of capital stock that the Corporation shall have the authority to issue shall be 1,757,300 shares, consisting of 757,300 shares of Class A Common Stock of the par value of $.01 per share and 1,000,000 shares of Class B Common Stock of the par value of $.01 per share, having the limitations and relative rights hereinafter provided. The holders of Class A Common Stock shall be entitled to the right to vote, act and consent with respect to all matters appropriate for action by stockholders, to pro rata participation in all dividends and on distribution or liquidation and to all rights usually attaching to ownership of unrestricted common stock of corporations, except as limited by these Articles of Incorporation as now in effect or as hereafter amended or by law. The holders of Class B Common Stock shall be entitled to participate equally, share for share, with the holders of the Class A Common Stock in all dividends and on distribution or liquidation and to all rights usually attaching to ownership of unrestricted common stock of corporations, except that ownership of Class B Common Stock shall confer no right to vote for the election of directors nor any other right to vote or consent with respect to corporate action, except as to such matters and subject to such conditions as may be required by law or by amendment to these Articles of Incorporation adopted pursuant to law.

ARTICLE V.

REGISTERED OFFICE AND REGISTERED AGENT

5.1 The location and mailing address of the initial registered office of the Corporation shall be 101 Walston Bridge Road, Jasper, Alabama 35501.

5.2 The initial registered agent at such address shall be William B. Long.

ARTICLE VI. VOL 35 PAGE 751

INITIAL BOARD OF DIRECTORS

6.1 The number of directors constituting the initial Board of Directors shall be one.

6.2 The name and address of the person who is to serve as director until the first annual meeting of shareholders or until successors be elected and qualify, except as otherwise provided in Section 8.3, is:

DIRECTOR	ADDRESS
Charles W. Adair	P. O. Box 10246 Birmingham, Alabama 35202

ARTICLE VII.

INCORPORATOR

7.1 The name and address of the sole incorporator is:

NAME	ADDRESS
R. Weaver Self	P. O. Box 10246 Birmingham, Alabama 35202

ARTICLE VIII.

INTERNAL AFFAIRS

8.1 The following provisions for the regulation of the business and for the conduct of the affairs of the Corporation, the directors and the shareholders are hereby adopted:

8.2 The initial By-laws of the Corporation shall be adopted by the shareholders. The power to alter, amend or repeal the By-laws or adopt new By-laws shall be vested in the Board of Directors and the shareholders, or either of them, which power may be exercised in the manner and to the extent provided in the By-laws, provided, however, that the Board of Directors may not alter, amend or repeal any By-law or resolution of the shareholders establishing the number of directors or the time or place of shareholders' meetings, or that was adopted by the shareholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors. The By-laws may contain any provisions for the regulation of the business and for the conduct of the affairs of the Corporation, the directors and shareholders not inconsistent with the Act or these Articles of Incorporation.

8.3 The business and affairs of the Corporation shall be managed by the Board of Directors. The number of directors comprising the initial Board of Directors shall be one. On and after the date of consummation of a Plan of Merger whereby Alabama By-Products Corporation, a Delaware corporation, shall merge with and into the Corporation the number of directors of the Corporation shall be fixed from time to time in the manner provided in the By-Laws, or, in the absence of such a By-Law, the number of directors shall be eight. The number of directors may be increased or decreased from time to time by amendment to the By-Laws or in the manner provided for therein, provided that the Board of Directors shall consist of not less than one natural person and that no decrease shall have the effect of shortening the term of any incumbent director. In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the provisions of the statutes of Alabama, of these Articles and to any By-Laws from time to time made by the shareholders; provided, however, that no By-Laws so made shall invalidate any prior act of the directors that would have been valid if such By-Laws had not been made.

8.4 Any contract or other transaction that is fair and reasonable to the Corporation between the Corporation and one or more of its directors, or between the Corporation and any firm of which one or more of its directors are members or employees, or in which they are financially interested, or between the Corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are financially interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the Corporation or any committee thereof that acts upon, or in reference to, the contract or transaction if either the fact of such interest shall be disclosed or known to the Board of Directors or such committee, as the case may be, and the Board of Directors or such committee shall, nevertheless, authorize or ratify the contract or transaction or the fact of such relationship or interest is disclosed to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent. The interested director or directors shall not be counted in determining whether a quorum is present and shall not be entitled to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it. Each and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with the Corporation for the benefit of himself or any firm or corporation in which he may be in any wise interested.

8.5 The Corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in these Articles of Incorporation, or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Act, and all rights conferred upon shareholders at any time are granted subject to this reservation.

IN TESTIMONY WHEREOF, witness the hand of the undersigned incorporator on this the 24th day of September, 1985.

R. Weaver Self
R. Weaver Self

This instrument was prepared by:

George F. Maynard
Maynard, Cooper, Frierson
& Gale, P.C.
12th Floor, Watts Building
Birmingham, Alabama 35203

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CERTIFICATE OF INCORPORATION

OF

A B C Acquisition Corporation

STATE OF ALABAMA

WALKER COUNTY

I, the undersigned, Stanley A. Wade, Judge of Probate of Walker County, Alabama, hereby certify that the Articles of Incorporation of

A B C Acquisition Corporation

has this date been filed for record in the Probate Court of Walker County, Alabama.

IN WITNESS WHEREOF, I, the said Stanley A. Wade, as Judge of Probate of Walker County, Alabama, hereunto set my name and affix my seal of said Probate Court on this the 24th day of September, 19 85.

Stanley A. Wade

Stanley A. Wade
Judge of Probate