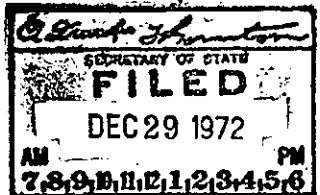


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MADE IN STERN, RENDLEMAN, BAACSON & KLEPPER
P. O. BOX 2112, GREENSBORO, N. C. 27402



Date DEC 29 1972 ARTICLES OF MERGER OF
WHOLLY OWNED SUBSIDIARIES INTO
BOREN CLAY PRODUCTS COMPANY
CERTIFIED TO BE A TRUE AND CORRECT COPY
AS TAKEN FROM AND COMPARED WITH THE
ORIGINAL ON FILE IN THIS OFFICE.

O. Frank Johnston
SECRETARY OF STATE OF SOUTH CAROLINA

The undersigned corporations hereby execute these
Articles of Merger for the purpose of merging Broad River

Brick Company, Kendrick Brick and Tile Company and Rockingham
Block & Ready-Mix Company. (the "Subsidiary Corporations"),

which are wholly-owned subsidiary corporation of Boren Clay
Products Company, into Boren Clay Products Company ("Boren"):

FILED IN OFFICE OF
CLERK OF COURT
GREENSBORO COUNTY, S.C.
JAN 4 10 26 AM '73
VOL 964 PAGE 439
S.P. CHALK
C. PATRICK BUCKNER

1. Plan of Merger. The plan of merger of the
Subsidiary Corporations into Boren is as set forth in the Plan
of Merger attached hereto as Exhibit A and made a part hereof
(the "Plan of Merger").

2. Approval of Plan of Merger. The Plan of Merger
was duly approved by the Board of Directors of each of the
undersigned corporations and by the sole shareholder of the
Subsidiary Corporations. The mailing of the Plan of Merger to
Boren as the sole shareholder of Broad River Brick Company,
a South Carolina corporation, was duly waived. This merger
is permitted by the laws of South Carolina, and Broad River
Brick Company has complied with the applicable provisions of
the laws of such State.

3. Merger of Wholly-Owned Subsidiaries. At the
time of the approval of the Plan of Merger by the Board of
Directors of each of the undersigned corporations, Boren, the
surviving corporation in the merger, was the owner of all the
outstanding shares of stock of the other corporations parti-
cipating in the merger. The Plan of Merger does not provide

(Continued on next page)