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MERGER OR SHARE EXCHANGE

CMC STEEL FABRICATORS, INC.

Certificate of Status	0
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**CERTIFICATE AND ARTICLES OF MERGER
OF**

CMC CONCRETE ACCESSORIES, INC., a Texas corporation
 ✓ THE LOFLAND COMPANY, a Delaware corporation,
 ✓ THE LOFLAND COMPANY OF MISSISSIPPI, a Delaware corporation,
 ✓ THE LOFLAND COMPANY OF NEW MEXICO, a Delaware corporation,
 ✓ THE LOFLAND COMPANY OF OKLAHOMA, a Delaware corporation,
 → OWEN OF GEORGIA, INC., a Georgia corporation
 OWEN JOIST CORPORATION, a South Carolina corporation,
 OWEN JOIST OF FLORIDA, INC., a Florida corporation,
 SMI STEEL FABRICATORS OF NORTH CAROLINA, INC., a North Carolina corporation,

WITH AND INTO

CMC STEEL FABRICATORS, INC.,
 a Texas corporation

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

DATE
 9-7-05

The undersigned corporations organized and existing under and by virtue of the Delaware General Corporation Law ("DGCL"), the Florida Business Corporation Act ("FBCA"), the Georgia Business Corporation Code ("GBCC"), the North Carolina Business Corporation Act ("NCBCA"), the South Carolina Business Corporation Act (the "SCBCA"), and the Texas Business Corporation Act ("TBCA"), do hereby certify that:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger are set forth below:

<i>Name</i>	<i>State of Incorporation</i>
CMC Steel Fabricators, Inc., ("CMC Steel")	Texas
CMC Concrete Accessories, Inc. ("CMC Concrete")	Texas
The Lofland Company ("Lofland")	Delaware
The Lofland Company of Mississippi ("Lofland MS")	Delaware
The Lofland Company of New Mexico ("Lofland NM")	Delaware
The Lofland Company of Oklahoma ("Lofland OK")	Delaware
Owen of Georgia, Inc. ("Owen GA")	Georgia
Owen Joist Corporation ("Owen Joist")	South Carolina
Owen Joist of Florida, Inc. ("Owen FL")	Florida
SMI Steel Fabricators of North Carolina, Inc. ("SMI")	North Carolina

SECOND: A Plan of Merger between the parties has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the DGCL, Section 607.1107 of the FBCA, Section 14-2-1107 of the GBCC, Section 55-11-07 of the NCBCA, Section 33-11-107 of the SCBCA, and Article 5.03 of the TBCA.

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- THIRD:** CMC Steel Fabricators, Inc., a Texas corporation, shall be the surviving corporation.
- FOURTH:** The Articles of Incorporation of CMC Steel shall be the Articles of Incorporation of the surviving corporation, and no amendments or changes to the Articles of Incorporation of CMC Steel are desired to be effected by the merger.
- FIFTH:** The merger is to become effective on September 1, 2005.
- SIXTH:** The executed Plan of Merger, which is attached as *Exhibit A*, 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 Steel Mill Road, Seguin, Texas 78155.
- SEVENTH:** A copy of the Plan of Merger will be furnished by the surviving corporation, on request and without cost to any shareholder of any constituent corporation.
- EIGHTH:** The number of shares authorized and outstanding of each corporation that is a party to the merger is as follows:

<i>Corporation</i>	<i>Class</i>	<i>Par Value per Share</i>	<i>Number of Shares Authorized</i>	<i>Number of Shares Outstanding</i>
CMC Steel	Common	\$1.00	1,000,000	32,020
CMC Concrete	Common	\$1.00	1,000,000	10,000
Lofland	Common	\$.01	202,026	99,210
Lofland MS	Common	\$.10	1,000	1,000
Lofland NM	Common	\$.10	1,000	1,000
Lofland OK	Common	\$.10	1,000	100
Owen GA	Common	\$10.00	25,000	15,000
Owen Joist	Common	\$10.00	10,000	7,500
Owen FL	Common	\$10.00	50,000	40,000
SMI	Common	\$10.00	20,000	10,000

- NINTH:** The Plan of Merger was duly approved and authorized by written consents dated August 29, 2005 by each of the following: (i) the sole stockholder of each of Lofland, Lofland MS, Lofland NM and Lofland OK in accordance with the DGCL, (ii) the sole stockholder of Owen GA in accordance with the GBCC, (iii) the sole stockholder of Owen Joist in accordance with the SCBCA, (iv) the sole stockholder of Owen FL in accordance with the FBCA, (v) the sole stockholder of SMI in accordance with the NCBCA, and (vi) the sole shareholder of CMC Concrete in accordance with the TBCA.

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TENTH: The Plan of Merger was duly approved and authorized by the sole shareholder of CMC Steel by written consent dated August 29, 2005, in accordance with the TBCA.

ELEVENTH: The Secretary of State of the State of Delaware is hereby appointed agent for service of process for Lofland, Lofland MS, Lofland NM and Lofland OK, and the address where service of process shall be mailed is 6565 N. MacArthur blvd., Suite 800, Irving, Texas 75039, attention: David M. Sudbury.

TWELFTH: CMC Steel, as the surviving corporation, shall be responsible for the payment of all fees and franchise taxes, and shall be obligated to pay such fees and franchise taxes if they are not timely paid.

[Signature Page to Follow]

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Dated: August 29 2005

CMC STEEL FABRICATORS, INC.,
a Texas corporation

By: 
Clyde Selig, President

CMC CONCRETE ACCESSORIES, INC.,
a Texas corporation

By: 
Stanley A. Rabin, Vice President

THE LOFLAND COMPANY,
a Delaware corporation

By: 
Russ Rinn, President

LOFLAND COMPANY OF MISSISSIPPI,
a Delaware corporation

By: 
Russ Rinn, President

LOFLAND COMPANY OF NEW MEXICO,
a Delaware corporation

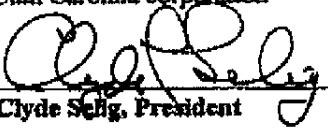
By: 
Russ Rinn, President

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LOFLAND COMPANY OF OKLAHOMA,
a Delaware corporation

By: 
Russ Rinn, President

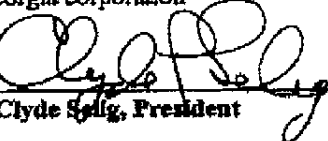
OWEN JOIST CORPORATION,
a South Carolina corporation

By: 
Clyde Selig, President


OWEN JOIST OF FLORIDA, INC.,
a Florida corporation

By: 
Clyde Selig, President

OWEN OF GEORGIA, INC.,
a Georgia corporation

By: 
Clyde Selig, President

**SMI STEEL FABRICATORS OF NORTH
CAROLINA, INC.,** a North Carolina corporation

By: 
Clyde Selig, President

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**EXHIBIT A
PLAN OF MERGER**

by and among

CMC CONCRETE ACCESSORIES, INC., a Texas corporation
THE LOFLAND COMPANY, a Delaware corporation,
LOFLAND COMPANY OF MISSISSIPPI, a Delaware corporation,
LOFLAND COMPANY OF NEW MEXICO, a Delaware corporation,
LOFLAND COMPANY OF OKLAHOMA, a Delaware corporation,
OWEN OF GEORGIA, INC., a Georgia corporation
OWEN JOIST CORPORATION, a South Carolina corporation,
OWEN JOIST OF FLORIDA, INC., a Florida corporation,
SMI STEEL FABRICATORS OF NORTH CAROLINA, INC., a North Carolina corporation,

and

CMC STEEL FABRICATORS, INC., a Texas corporation

This Plan of Merger is made and entered into by and among the Delaware Subsidiaries (as defined below), the Texas Subsidiary (as defined below), the South Carolina Subsidiary (as defined below), the Florida subsidiary (as defined below), the Georgia subsidiary (as defined below), the North Carolina subsidiary (as defined below) and CMC Steel Fabricators, Inc., a Texas corporation ("*CMC Steel*").

As used herein, "*Delaware Subsidiaries*" means The Lofland Company, a Delaware corporation, Lofland Company of New Mexico, a Delaware corporation, Lofland Company of Mississippi, a Delaware corporation, Lofland Company of Oklahoma, a Delaware corporation; "*Florida Subsidiary*" means Owen Joist of Florida, Inc., a Florida corporation; "*Georgia Subsidiary*" means Owen of Georgia, Inc., a Georgia corporation; "*North Carolina Subsidiary*" means SMI Steel Fabricators of North Carolina, Inc., a North Carolina corporation; "*South Carolina Subsidiary*" means Owen Joist Corporation, a South Carolina corporation; "*Texas Subsidiary*" means CMC Concrete Accessories, Inc., a Texas subsidiary; and "*Subsidiaries*" means the Delaware Subsidiaries, the Texas Subsidiary, the South Carolina subsidiary, the Florida subsidiary, the Georgia subsidiary and the North Carolina subsidiary.

RECITALS

WHEREAS, the Delaware Subsidiaries are corporations organized and existing under the laws of the State of Delaware; the Florida Subsidiary is a corporation organized and existing under the laws of the State of Florida; the Georgia Subsidiary is a corporation organized and existing under the laws of the State of Georgia; the North Carolina Subsidiary is a corporation organized and existing under the laws of the State of North Carolina; the South Carolina Subsidiary is a corporation organized and existing under the laws of the State of South Carolina; and the Texas Subsidiary is a corporation organized and existing under the laws of the State of Texas.

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WHEREAS, CMC Steel is a corporation organized and existing under the laws of the State of Texas;

AGREEMENT

NOW THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, each of the Subsidiaries and CMC Steel have agreed and do hereby agree, as follows:

ARTICLE I

Plan of Reorganization

1. Each of the Delaware Subsidiaries shall be merged with and into CMC Steel, in accordance with applicable provisions of the laws of the States of Delaware and Texas, with CMC Steel surviving each such merger as the surviving corporation.
2. The Florida Subsidiary shall be merged with and into CMC Steel, in accordance with applicable provisions of the laws of the States of Florida and Texas, with CMC Steel surviving such merger as the surviving corporation.
3. The Georgia Subsidiary shall be merged with and into CMC Steel, in accordance with applicable provisions of the laws of the States of Georgia and Texas, with CMC Steel surviving such merger as the surviving corporation.
4. The North Carolina Subsidiary shall be merged with and into CMC Steel, in accordance with applicable provisions of the laws of the States of North Carolina and Texas, with CMC Steel surviving such merger as the surviving corporation.
5. The South Carolina Subsidiary shall be merged with and into CMC Steel, in accordance with applicable provisions of the laws of the States of South Carolina and Texas, with CMC Steel surviving such merger as the surviving corporation.
6. The Texas Subsidiary shall be merged with and into CMC Steel, in accordance with applicable provisions of the laws of the State of Texas, with CMC Steel surviving such merger as the surviving corporation.

ARTICLE II

Effective Time

The Mergers will become effective immediately upon the effectiveness of the Certificate and Articles of Merger contemplating the Mergers filed with the Secretary of State of the State of Texas (the "*Effective Time*"). From and after the Effective Time, the separate corporate existence of each of the Subsidiaries shall cease, and CMC Steel shall continue as the surviving corporation and shall be governed by the laws of the State of Texas and shall succeed to and assume all rights and obligations of the Subsidiaries in accordance with the Texas Business

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Corporation Act (the "TBCA"). The name of the surviving corporation shall be CMC Steel Fabricators, Inc.

ARTICLE III

Manner and Basis of Converting Shares

No shares will be issued in connection with the Mergers, and all existing shares of each of the Subsidiaries will be canceled as of the Effective Time, and no capital stock of CMC Steel or other consideration shall be delivered in exchanges therefor.

ARTICLE IV

Certificate of Incorporation

At the Effective Time, the Articles of Incorporation of the surviving corporation shall be the Articles of Incorporation of CMC Steel, and no amendments or changes to the Articles of Incorporation of CMC Steel are desired to be effected by the Mergers.

ARTICLE V

Bylaws

At the Effective Time, the Bylaws of the surviving corporation shall be the Bylaws of CMC Steel, and no amendments or changes to the Bylaws of CMC Steel are desired to be effected by the Mergers.

ARTICLE VI

Directors

At the Effective Time, the directors of the surviving corporation shall be: Stanley A. Rabin, David M. Sudbury and William B. Larson, and such persons shall hold office in accordance with the Articles of Incorporation and Bylaws of CMC Steel or until their respective successors shall have been appointed or elected.

ARTICLE VII

Officers

At the Effective Time, the officers of the surviving corporation shall be the officers of CMC Steel in office at such time, and such persons shall hold office in accordance with the Bylaws of CMC Steel or until their respective successors shall have been appointed or elected.

ARTICLE VIII

At the Effective Time, the Secretary of State of the State of Delaware shall be appointed agent for service of process for Lofland, Lofland MS, Lofland NM and Lofland OK, and the address where service of process shall be mailed is 6565 N. MacArthur blvd., Suite 800, Irving, Texas 75039, attention: David M. Sudbury.

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IN WITNESS WHEREOF, the parties hereto have caused the Plan of Merger to be executed by the undersigned officers, as of the 21 day of August, 2005.

CMC STEEL FABRICATORS, INC.,
a Texas corporation

By: 
Clyde Selig, President

CMC CONCRETE ACCESSORIES, INC.,
a Texas corporation

By: 
Stanley A. Rabin, Vice President

THE LOFLAND COMPANY,
a Delaware corporation

By: 
Russ Rinn, President

LOFLAND COMPANY OF MISSISSIPPI,
a Delaware corporation

By: 
Russ Rinn, President

LOFLAND COMPANY OF NEW MEXICO,
a Delaware corporation


By: 
Russ Rinn, President

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LOFLAND COMPANY OF OKLAHOMA,
a Delaware corporation

By: 
Russ Rinn, President

OWEN JOIST CORPORATION,
a South Carolina corporation

By: 
Clyde Selig, President

OWEN JOIST OF FLORIDA, INC.,
a Florida corporation

By: 
Clyde Selig, President

OWEN OF GEORGIA, INC.,
a Georgia corporation

By: 
Clyde Selig, President

**SMI STEEL FABRICATORS OF NORTH
CAROLINA, INC.,** a North Carolina corporation

By: 
Clyde Selig, President