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MALDONALDO, DEBBIE L. HUNN, KENS
A PROFESSIONAL CORPORATION

NATIONSBANK CENTER

1111 EAST MAIN STREET, SUITE 800

RICHMOND, VIRGINIA 23219-3103

TELEPHONE (804) 644-0313

FACSIMILE (804) 783-0102

FILE NUMBER

06372-002

October 25, 1995

U. S. CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Industrial Galvanizers America, Inc.

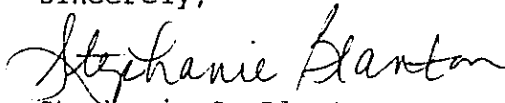
Dear Sir:

Enclosed please find an Application by Foreign Corporation for Authorization to Transact Business in Florida, with attachment, which I would appreciate your filing on behalf of Industrial Galvanizers America, Inc., a Delaware corporation. This firm's check in the amount of \$70.00 is enclosed for the filing fee.

Once the application has been processed, please forward your acknowledgment to me in self-addressed, stamped envelope.

Thank you for your attention to this matter. Should you have any questions, please do not hesitate to contact me (804) 343-5245.

Sincerely,



Stephanie G. Blanton
Legal Assistant

Enclosures

cc: John G. Ruth, Jr., CFO
Edward F. Parsons, Esq.

SECRETARY OF STATE
DIVISION
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. INDUSTRIAL GALVANIZERS AMERICA, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or
words or abbreviations of like import in language as will clearly indicate that it is a corporation instead
of a natural person or partnership if not so contained in the name at present.)
2. Delaware, USA 3. 59-3337381
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 5, 1995 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. Suite 117, Corporate Center West
433 South Main Street
West Hartford, CT 06110
(Current mailing address)
8. To engage in any lawful activities for which the corporation may be
organized under the General Corporation Law of the State of Delaware.
(Purposes) of corporation authorized in home state or country to be carried out in the state of
Florida)

9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM

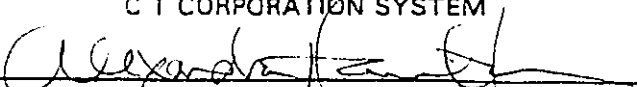
Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent acceptance:

*Having been named as registered agent and to accept service of process for the above stated
corporation at the place designated in this application. I hereby accept the appointment as
registered agent and agree to act in this capacity. I further agree to comply with the provisions of
all statutes relative to the proper and complete performance of my duties, and I am familiar with
and accept the obligations of my position as registered agent.*

C T CORPORATION SYSTEM


(Registered agent's signature) (Officer)

Alexandra Hamilton, Assistant Secretary
(Type Name and Title of Officer)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV - 20 PM 2:12

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Paul M. Smits

Address: Suite 117, Corporate Center West
433 South Main Street
West Hartford, CT 06110

Director: John G. Ruth, Jr.

Address: Suite 117, Corporate Center West
433 South Main Street
West Hartford, CT 06110

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DIVISION OF CORPORATIONS
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B. OFFICERS

President: Paul M. Smits

Address: Suite 117, Corporate Center West
433 South Main Street
West Hartford, CT 06110

Vice President: ~~_____~~
~~and General Manager~~

Address: ~~_____~~
~~_____~~
~~_____~~


Secretary: John G. Ruth, Jr.

Address: Suite 117, Corporate Center West
433 South Main Street
West Hartford, CT 06110

Treasurer: John G. Ruth, Jr.

Address: Suite 117, Corporate Center West
433 South Main Street
West Hartford, CT 06110

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John G. Ruth, Jr., Secretary/Treasurer
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
95 NOV -2 PM 2:12

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INDUSTRIAL GALVANIZERS AMERICA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF OCTOBER, A.D. 1995.

FREEL
SECRETARY OF STATE
DIVISION
95 NOV -2 PM 2:12



Edward J. Freel
Secretary of State

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10-24-95

Document Number Only

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C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

000002036060--2
-12/23/96--01019--008
*****35.00 *****35.00

CORPORATION(S) NAME

Industrial Galvanizers America, Inc.

Changed name to:

Industrial Galvanizers - Southeastern, Inc.

- Profit
- NonProfit
- Limited Liability Company
- Foreign

Amendment

Merger

Dissolution/Withdrawal

Mark

- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy

Annual Report

Reservation

Photo Copies

Other

Change of R.A.

Fictitious Name

CUS

- Call When Ready
- Walk In
- Mail Out

Call if Problem

Will Wait

After 4:30

Pick Up

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

12/23/96

N. HENDRICKS DEC 24 1996

96 DEC 23 PM 2 21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
FILED
RECEIVED

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

SECTION I (1-3 must be completed)

1. Industrial Galvanizers America, Inc.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: November 2, 1995

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

December 19, 1996

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

"Industrial Galvanizers - Southeastern, Inc."

6. If the amendment changes the period of duration, indicate new period of duration

N/A

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction

N/A



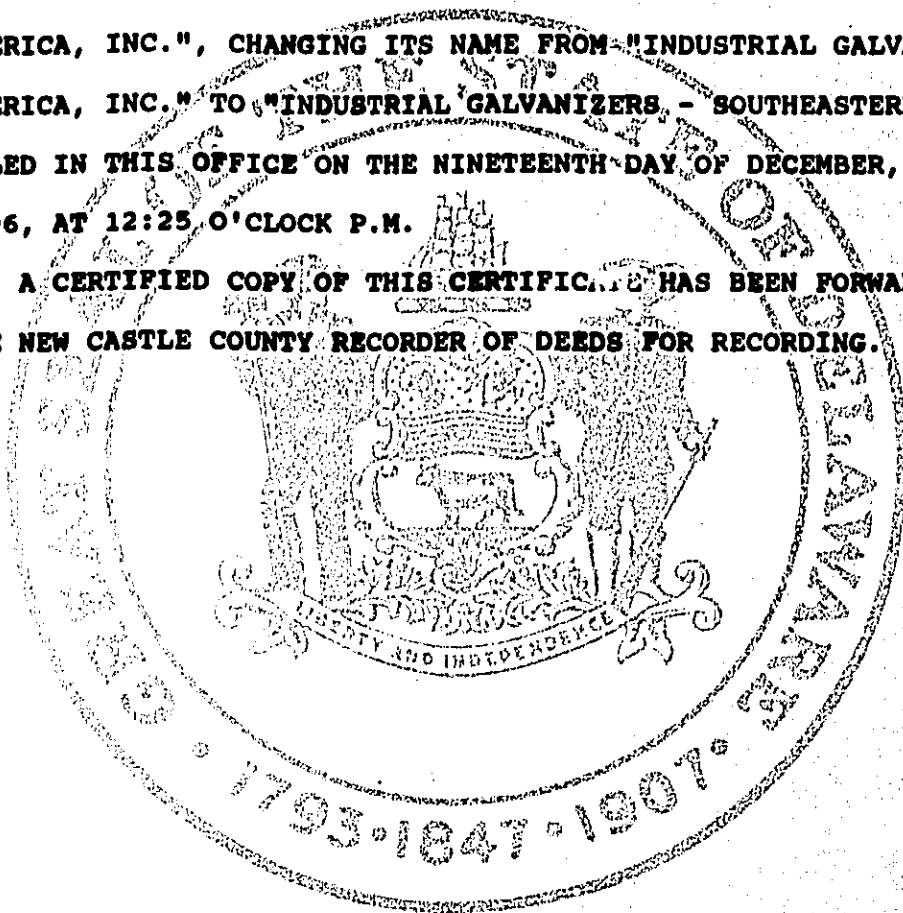
Todd G. Atkinson
Its: Secretary

December 20, 1996
Date

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "INDUSTRIAL GALVANIZERS AMERICA, INC.", CHANGING ITS NAME FROM "INDUSTRIAL GALVANIZERS AMERICA, INC." TO "INDUSTRIAL GALVANIZERS - SOUTHEASTERN, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF DECEMBER, A.D. 1996, AT 12:25 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2542406 8100

960375923

AUTHENTICATION:

8251655

DATE:

12-19-96

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATION OF INCORPORATION**

Industrial Galvanizers America, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of Industrial Galvanizers America, Inc. be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

"FIRST: The name of the Corporation is as follows:

Industrial Galvanizers - Southeastern, Inc."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Industrial Galvanizers America, Inc. has caused this certificate to be signed by Todd G. Atkinson, its Secretary, this 17th day of December, 1996.

Industrial Galvanizers America, Inc.

By



Todd G. Atkinson
Its: Secretary