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F96000002541

CT CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street
Address
Tallahassee, FL 32301 222-1092
City State Zip Phone

000001832800
-05/21/96--01124--003
*****70.00 *****70.00

CORPORATION(S) NAME

USPF, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 21 PM 12:36

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
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DIVISION OF CORPORATIONS

**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. USPF, 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. Alabama
(State or country under the law of which it is incorporated)

3. Applied For
(FEI number, if applicable)

4. May 16, 1996
(Date of Incorporation)

5. Perpetual
(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. P.O. Box 10406, Birmingham, Alabama 35202

(Current mailing address)

8. manufacture, distribution, transportation and sale of pipes, fittings and
accessories used for transmitting water and waste water
(Purpose(s) 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:

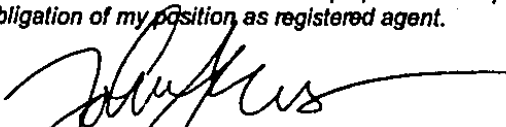
Name: C T Corporation System

Office Address: 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 obligation of my position as registered agent.


(Registered agent's signature) (Officer)

John J. Masters--Assistant Secretary
(Type Name and Title of Officer)

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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: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____


Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. E.J. Mize, Jr., Vice President
(Typed or printed name and capacity of person signing application)

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RECORDS SECTION
MAY 21 PM 12:36

OFFICERS AND DIRECTORS
OF
USPF, INC.

OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
W.N. Temple	President and Chief Operating Officer	3300 1st Avenue North Birmingham, AL 35222
William E. Fleck	Vice President-Manufacturing	3300 1st Avenue North Birmingham, AL 35222
Donald M. Kurucz	Vice President and Asst. Treasurer	1500 N. Dale Mabry Highway Tampa, FL 33607
E.J. Mize, Jr.	Vice President, Treasurer Chief Financial Officer, and Chief Accounting Officer	3300 1st Avenue North Birmingham, AL 35222
H.L. Ransom	Vice President-Marketing	3300 1st Avenue North Birmingham, AL 35222
Michael Roper	Vice President-International Sales	3300 1st Avenue North Birmingham, AL 35222
W.H. Weldon	Vice President	1500 N. Dale Mabry Highway Tampa, FL 33607
L.O. Bailey	Controller and Asst. Secretary	3300 1st Avenue North Birmingham, AL 35222
M.C. Snow	Secretary	1500 N. Dale Mabry Highway Tampa, FL 33607
Frank A. Hult	Assistant Secretary	1500 N. Dale Mabry Highway Tampa, FL 33607
Lewis R. Knowles	Assistant Secretary	3300 1st Avenue North Birmingham, AL 35222
Joseph W. Spransy	Assistant Secretary	3300 1st Avenue North Birmingham, AL 35222

John F. Turbiville	Assistant Secretary	1500 N. Dale Mabry Highway Tampa, FL 33607
Edward A. Porter	Assistant	1500 N. Dale Mabry Highway Tampa, FL 33607
Cynthia B. Eisch	Assistant Treasurer	1500 N. Dale Mabry Highway Tampa, FL 33607
Stephen H. Foxworth	Assistant Treasurer	1500 N. Dale Mabry Highway Tampa, FL 33607

DIRECTORS

W.H. Weldon	1500 N. Dale Mabry Highway Tampa, FL 33607
Kenneth E. Hyatt	1500 N. Dale Mabry Highway Tampa, FL 33607
W.N. Temple	3300 1st Avenue North Birmingham, AL 35222

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DIVISION OF CORPORATIONS
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STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that the domestic corporation records on file in this office discloses that USPF, Inc. incorporated in Jefferson County, Birmingham, Alabama on May 16, 1996. I further certify that the records do not disclose that said USPF, Inc. has been dissolved.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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.

05/17/96

Date

Jim Bennett

Jim Bennett

Secretary of State

Document Number Only

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96 JUL 11 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone

CORPORATION(S) NAME

000001896720
-07/17/96--01057--015
*****35.00 *****35.00

*Name Change
Amend*

USPF, Inc.

Changed name to:

United States Pipe and Foundry Company, Inc.

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
- Walk In
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Acknowledgment	ADH
W.P. Verifier	ADH

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

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TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. USPF, Inc.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Alabama
3. Date authorized to do business in Florida: May 21, 1996

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?

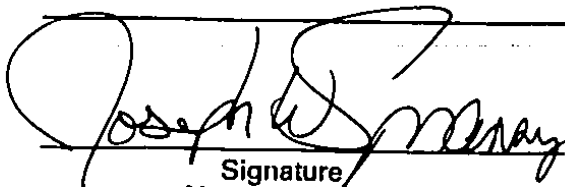
May 31, 1996

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

United States Pipe and Foundry Company, Inc.

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

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


Signature
Name and Title

June 27, 1996
Date

Joseph W. Spransy, Assistant Secretary

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that the foreign corporation records on file in this office discloses that United States Pipe and Foundry Company, Inc., a Delaware corporation, qualified in the State of Alabama on April 20, 1988; that USPF, Inc. incorporated in Jefferson County, Birmingham, Alabama on May 16, 1996; that on May 31, 1996, United States Pipe and Foundry Company, Inc. merged into USPF, Inc. changing its name to United States Pipe and Foundry Company, Inc. I further certify that the records do not disclose that said United States Pipe and Foundry Company, Inc. has been dissolved.

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.

07/08/96

Date

Jim Bennett

Jim Bennett

Secretary of State