P96000007932

BAKER, DONELSON, BEARMAN & CALDWELL
A PROPERBIONAL COMPONATION

1700 NABHVILLE CITY GENTER B11 UNION STREET P.O. BOX 190513

NASHVILLE, TENNISSEE 37219

Pirmin T. Dirksen Direct Diala (615) 726-5727

(818) 788-5600 FACSIMILE (818) 788-0464 CHATTANGOGA, TENNESSEE
HUNTSVILLE, TENNESSEE
LOHNSON CITY, TENNESSEE
MEMPHIS, TENNESSEE
WASHINGTON, D.C.

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January 19, 1996

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

: CS Terminals, Inc.

Dear Sir/Madame:

I am enclosing the Articles of Incorporation of CS Terminals, Inc. and the corresponding Certificate of Designation of Registered Agent/Registered Office. A firm check in the amount of \$70.00 is also enclosed to cover the costs of filing fees for these documents. Once the Articles are filed, please return all information to us at the addressed listed above. Should you have any questions, please feel free to contact me.

Sincerely,

BAKER, DONELSON, BEARMAN & CALDWELL

A Professional Corporation

Peter T. Dirksen

PTD/cep Enclosures

cc: Ron Fogel

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ARTICLES OF INCORPORATION OF CS TERMINALS, INC.

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopts(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be: CS TERMINALS, INC.

ARTICLE II PRINCIPAL OFFICE

A. The principal place of business of this corporation shall be:

601 Watson Farm Road
Palm Beach County
Lake Harbor, Florida 33459

B. The mailing address of this corporation shall be:

P.O. Box 405 Lake Harbor, Florida 33459

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time: 1,000,000 shares.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Mark Elizer 601 Watson Farm Road Lake Harbor, Florida 33459

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Peter T. Dirksen
Suite 1700, 511 Union Street
Nashville, Tennessee 37219

The undersigned incorporator has executed these Articles of Incorporation this 144 day of January, 1996.

Peter T. Dirksen

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT / REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

- The name of the corporation is: CS TERMINALS, INC. 1.
- The name and address of the registered agent and office is: 2.

MARK ELIZER **601 WATSON FARM ROAD** LAKE HARBOR, FLORIDA 33459

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Country of tendry

Before me on this 10th day of January, 1996

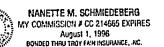
personally appeare Mark Elizer, personally known to me.

N PTD178054 V1

NANETTE M. SCHMIEDEBERG

MY COMMISSION & CC 214655 EXPIRES

AUGUST 1. 1996



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ARTICLES OF MERGER Merger Sheet

MERGING:

OLD CORP., A FLORIDA CORPORATION, P94000008378.
CS TERMINALS, INC., A FLORIDA CORPORATION, P96000007932.

into

CALCIUM SILICATE CORP., INC., a Tennessee corporation F95000001881

File date: July 1, 1996

Corporate Specialist: Nancy Hendricks