

The State of South Carolina,

EXECUTIVE DEPARTMENT

CHARTER
BY THE SECRETARY OF STATE

WHEREAS,

Willard A. Metcalf and J. Harold Townes, Jr., both of
426 North Pleasantburg Drive, Greenville, S. C.

did on the 31st day of December, 19 63, file with the Secretary of State a written Declaration signed by themselves, setting forth:

FIRST: That their names and residences are as above given.

SECOND: That the name of the proposed corporation is Asphalt Equipment Co., Inc.

THIRD: That the principal place of business is 426 North Pleasantburg Drive, Greenville, S.C.

FOURTH: That the general nature of the business which it is proposed to do is to engage in and carry on, as principal, agent, or broker the buying and selling, at wholesale or retail, the distributing, leasing and/or renting under franchise or otherwise for cash or upon terms any and all equipment for the making, compounding, laying, treating, and finishing asphalt or asphalt products, including any and all other products or by-products thereof, as well as any appliances, equipment, machinery, or tools incidentally employed in any asphalt process, and the right to buy, own, sell, lease, rent, or otherwise maintain any personal property necessary or incidental to the main business purposes of this corporation, to buy, own, sell, lease, or rent such real property as may be necessary to the business of this corporation, to finance or to secure financing under appropriate lawful written agreements, the purchase, sale, leasing, or renting of such machinery and equipment useful in the handling of asphalt products, to borrow money, make and execute notes, mortgages, or assignments thereof, and the giving and taking of other security instruments, as well as the discounting of the same where necessarily related to the operation of this corporation and, generally to do any and all other acts to the same extent they are now or will be permitted in the future for all business corporations of this State, and to exercise any and all other power and duties incidental thereto.

FIFTH: That the amount of the capital stock is (\$6,500.00) - Dollars

payable in cash, goods, or services -

SIXTH: That the number of shares into which the capital stock is divided is (650) shares of the par value of (\$10.00) each - Dollars

SEVENTH: That, after due notice, a meeting of the subscribers was held on the 31st day of December, 19 63, at which a majority of all stock in value being present in person or by proxy, the following were elected directors: Willard A. Metcalf and J. Harold Townes, Jr.

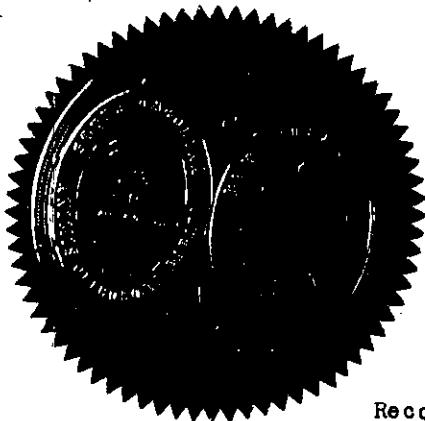
EIGHTH: That subsequently there was elected as President, Willard A. Metcalf ;
as Vice-President, J. Harold Townes, Jr. ; as Secretary, Willard A. Metcalf ;
as Treasurer, J. Harold Townes, Jr.

NINTH: That all requirements of Title 12, Article 1, Chapter 2, Code of Laws of South Carolina, 1952, and all amendments thereto have been duly and fully complied with, 50 per cent. of the aggregate amount of the capital stock having been subscribed by bona fide subscribers, 20 per cent. of the capital stock subscribed having been paid to the Treasurer, and three days' public notice of the intention to file this Declaration with the Secretary of State having been given in The Greenville News

a newspaper published in the County of Greenville

NOW, THEREFORE, I, O. FRANK THORNTON, Secretary of State, by virtue of the authority in me vested by the aforesaid Code and Acts amendatory thereto, do hereby certify that the said Company has been fully organized according to the laws of South Carolina, under the name and for the purposes indicated in their written declaration, and that they are fully authorized to commence business under their charter; and I do hereby direct that a copy of this certificate be filed and recorded in the office of the Register of Mesne Conveyance or Clerk of Court in each county where such Corporation shall have a business office.

GIVEN under my hand and the seal of the State, at Columbia
this 31st day of December
in the year of our Lord one thousand nine hundred and
63 and in the one hundred and
88th year of the Independence of the
United States of America.



O. Frank Thornton
Secretary of State.

Recorded January 8, 1964 At 4:38 P.M. # 19204