

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

FRANCES JONES MILLS
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF AUTHORITY OF

UNIVERSAL TANK & IRON WORKS, INC.

I, FRANCES JONES MILLS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that duplicate originals of an application of

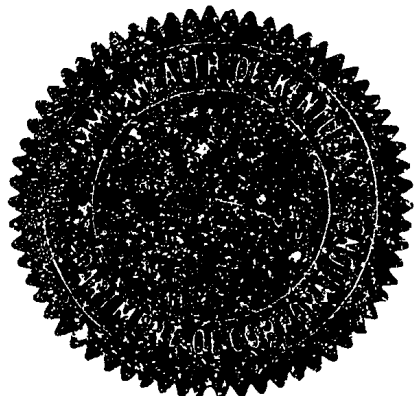
UNIVERSAL TANK & IRON WORKS, INC.

WILMINGTON, DELAWARE 19801

for a Certificate of Authority to transact business in this Commonwealth, duly signed and verified pursuant to the Provisions of Kentucky Revised Statutes Chapter 271A have been received in this office and comply to said statutes.

Accordingly, as Secretary of State, and by virtue of the authority vested in me by law, I do hereby issue this Certificate of Authority to transact business in this Commonwealth under the name of

UNIVERSAL TANK & IRON WORKS, INC.



SECRETARY OF STATE

Witness my official signature and seal of office this _____
day of **DECEMBER**, 19 **82** at Frankfort, Kentucky.

21ST

Frances Jones Mills

SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

Commonwealth of Kentucky

OFFICE OF SECRETARY OF STATE

ORIGINAL COPY
FILED AND RECORDED
SECRETARY OF STATE OF KENTUCKY
THEMA L. STOVALL
Secretary



FRANKFORT,
KENTUCKY

DEC 21 1982

Thomas L. Reese
SECRETARY OF STATE

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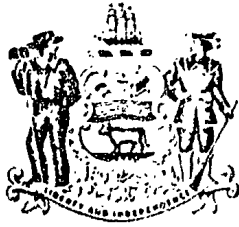
APPLICATION FOR CERTIFICATE OF AUTHORITY

279545

Pursuant to the provisions of Chapter 271A of the Kentucky Revised Statutes, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the state of Kentucky and for that purpose submits the following statement:

- First: Name of Corporation UNIVERSAL TANK & IRON WORKS, INC.
- Second: The name to be used in the state of Kentucky UNIVERSAL TANK & IRON WORKS, INC.
- Third: State or country of incorporation Delaware
- Fourth: Date of incorporation July 20, 1982
and duration of incorporation Perpetual
- Fifth: Address of principal office in the state or country of incorporation 100 West Tenth Street, Wilmington, Delaware 19801
- Sixth: Address of proposed registered office in Kentucky KENTUCKY HOME LIFE BUILDING
c/o C T Corporation System, Louisville, Kentucky 40202
and name of registered agent in Kentucky at the same address C T CORPORATION SYSTEM
- Seventh: The purpose or purposes which said corporation intends to transact business in the state of Kentucky Erection and fabrication of elevated storage tanks.
To engage in any lawful act or activity.
- Eighth: The names and addresses of all the corporate directors and officers are as follows. Attach separate sheet if more space is needed.

NAME	OFFICE	ADDRESS	
Thomas L. Reese, Pres/Treas & Dir,	11221 W. Rockville Rd.,	Indianapolis, IN	46231
Michael Russell, Secretary,	11221 W. Rockville Rd.,	Indianapolis, IN	46231
Howard S. Pedigo, Exec. V.P.,	11221 W. Rockville Rd.,	Indianapolis, IN	46231

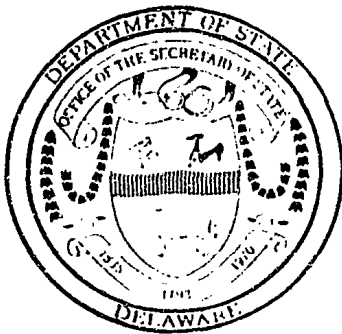


State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Incorporation _____
filed in this office on _____ July 20, 1982 _____.



Glenn C. Kenton
Glenn C. Kenton, Secretary of State
BY: K. Seeger
DATE: _____ December 13, 1982 _____

CERTIFICATE OF INCORPORATION
OF
UNIVERSAL TANK & IRON WORKS, INC.

* * * * *

1. The name of the corporation is
UNIVERSAL TANK & IRON WORKS, INC.

2. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of common stock which the corporation shall have authority to issue is twenty thousand (20,000); all of such shares shall be without par value.

The number of the authorized shares of any class or classes of stock may be increased or decreased by the affirmative vote of the holders of a majority of the stock of the corporation entitled to vote.

Shares of stock without par value may be issued for such consideration as is determined from time to time by the stockholders.

The holders of common stock shall, upon the issue or sale of shares of stock of any class (whether now or hereafter authorized) or any securities convertible into such stock, have the right, during such period of time and on such conditions as the board of directors shall prescribe, to subscribe to and purchase such shares or securities in proportion to their respective holdings of common stock, at such price or prices as the board of directors may from time to time fix and as may be permitted by law.

5A. The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
K. L. Husfelt	100 West Tenth Street Wilmington, Delaware 19801
P. A. Wright	100 West Tenth Street Wilmington, Delaware 19801
E. L. Kinsler	100 West Tenth Street Wilmington, Delaware 19801

5B. The name and mailing address of each person, who is to serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Thomas L. Reese	11221 West Rockville Road Indianapolis, Indiana 46231

6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By a majority of the whole board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member

at any meeting of the committee. The by-laws may provide that in the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the board of directors, or in the by-laws of the corporation, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the certificate of incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the stockholders a dissolution of the corporation or a revocation of a dissolution, or amending the by-laws of the corporation; and, unless the resolution or by-laws, expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

When and as authorized by the stockholders in accordance with statute, to sell, lease or exchange all or substantially all of the property and assets of the

corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

8. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

9. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a

corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 20th day of July, 1982.

K. L. Husfelt

K. L. Husfelt

P. A. Wright

P. A. Wright

E. L. Kinsler

E. L. Kinsler

C T CORPORATION SYSTEM



Associated with The Corporation Trust Company
208 SOUTH LA SALLE STREET, CHICAGO, ILL. 60604 • (312) 263-1414

December , 1982

RE: UNIVERSAL TANK & IRON WORKS, INC.
(DELAWARE DOMESTIC) GA 55854-6

Secretary of State
Corporation Department
State Capitol Building
Frankfort, Kentucky 40601

SECRETARY OF STATE
RECEIVED

DEC 20 1982

COMMONWEALTH OF KENTUCKY

Dear Sir:

Pursuant to the instructions of counsel:

Mr. George P. Adinamis, Attorney
320 North Meridian Street
Indianapolis, Indiana 46204

we enclose for filing the necessary documents to qualify/~~incorporate~~
this corporation in your state, with funds to cover.

If for any reason filing cannot be effected promptly,
please notify us at this toll free number: 800-621-1112.

The usual evidence of filing should be sent to the
attention of the undersigned.

Very truly yours,

C T CORPORATION SYSTEM

BY *Reuben S. Barba*

Reuben S. Barba
Assistant Secretary

RSB/gp
SPECIAL INSTRUCTIONS:

Please remove from your records the merging Universal Tank
& Iron Works, Inc. (Indiana Domestic) which is qualified in
your State.