DOC ID ----> 200206300544

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
03/04/2002	200206300544	DOMESTIC/AMENDMENT TO ARTICLES (AMD)	50.00	.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

TAFT, STETTINIUS, HOLLISTER
21 E. STATE STREET
ATTN: ANGELA S. CORWIN
COLUMBUS, OH 43215

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

368667

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

MESSER CONSTRUCTION CO.

and, that said business records show the filing and recording of:

Document(s)	Document No(s):
DOMESTIC/AMENDMENT TO ARTICLES	**200206300544**

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 1st day of March, A.D. 2002.

J. Kenneth Blackwell

Ohio Secretary of State

DOC ID ----> 200206300544

Prescribed by **J. Kenneth Blackwell**

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CLIENT SERVICE CENTER

CERTIFICATE OF AMENDMENT BY SHAREHOLDERS TO ARTICLES OF

Frank Messer & Sons Construction Co.
(Name of Corporation)

368667
(charter number)

Kathleen C. Daly (name), who is the Secretary (title)

of the above named Ohio corporation organized for profit, does hereby certify that: (Please check the appropriate box and complete the appropriate statements.)

☒ a meeting of the shareholders was duly called and held on 02/19/2002, at which meeting a quorum the shareholders was present in person or by proxy, and that by the affirmative vote of the holders of shares entitling them to exercise 96 % of the voting power of the corporation,

☐ in a writing signed by all the shareholders who would be entitled to notice of a meeting held for that purpose, the following resolution to amend the articles was adopted:

☒ Please check box if additional provision are attached.

Provisions attached hereto are incorporated herein and made a part of these articles of incorporation.

IN WITNESS WHEREOF, the above named officer, acting for and on behalf of the corporation, has hereunto subscribed her (his/her) name on 02/19/2002 (date)

Signature: Kathleen Daly

Title: Secretary

DOC ID ----> 200206300544

SECOND AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

MESSER CONSTRUCTION CO.

The Articles of Incorporation are hereby amended and restated as follows, which supercede all previous Articles of Incorporation:

FIRST: The name of the Corporation shall be MESSER CONSTRUCTION CO.

SECOND: The place in Ohio where the Corporation's principal office is to be located is in Cincinnati, Hamilton County, Ohio.

THIRD: The purposes for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive, of the Ohio Revised Code, and to do all other things as may be necessary and convenient to carry out the foregoing purpose.

FOURTH: The maximum number of shares which the Corporation is authorized to issue is three hundred and fifty thousand (350,000), all of which shall be common shares, without par value, and all of which shall be voting shares.

FIFTH: No holders of shares of the Corporation shall have any preemptive rights to subscribe for or to purchase any shares of the Corporation of any class whether now or thereafter authorized.

SIXTH: To the extent permitted by law the Corporation may, from time to time, pursuant to authorization of the Board of Directors and without action by the shareholders, purchase or otherwise acquire shares of any class, bonds, debentures, notes, script, warrants, obligations, evidences of indebtedness, or other securities of the Corporation (or any other corporation) in such manner, upon such terms, and in such amounts as the Board of Directors may determine.

SEVENTH: No transaction between the Corporation and any other corporation shall in any way be affected or invalidated by the fact that any director of the Corporation has an interest in such other corporation, including being a director or officer of such corporation, provided that the fact that the interest exists shall be disclosed or shall have been known to the Board of Directors, or a majority thereof; any director of the Corporation who has such an interest may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize such transactions, and may vote thereat to authorize such transaction, with like force and effect as if he or she were not so interested.

EIGHTH: No shares of the Corporation may be transferred to, or held directly or beneficially by, any person other than an active employee or a trust described in Section 401(a) of the Internal Revenue Code of 1986, as amended (the "Code").

DOC ID ----> 200206300544

NINTH: No shares of the Corporation may be transferred to, or held directly or beneficially by, any person if such transfer or the holding of said shares by such person would cause the loss of the Corporation's Subchapter S status under the Code.

TENTH: If shares of the Corporation are transferred to, or held directly or beneficially by, any person in violation of these Articles of Incorporation, the Corporation shall have the right, but not the obligation, pursuant to authorization of the Board of Directors and without action by the shareholders, (i) to purchase all or part of said shares, or (ii) in the case that said shares are held beneficially, to purchase from the record holder of said shares all or part of the number of shares of the Corporation as is equal to the undivided beneficial interest transferred to or held by such person in violation of these Articles of Incorporation. The purchase price for any shares of the Corporation to be purchased pursuant to this Article Tenth shall be paid in cash by certified or bank check and shall be equal to the Fair Market Value of such shares. Fair Market Value shall mean the fair market value (without discount for illiquidity or minority interest) as determined by a qualified independent appraiser chosen by the Corporation and the holder of record of the shares to be purchased. If the Corporation and the holder of record are unable to agree upon the selection of such appraiser, each shall designate such an appraiser and the two appraisers so chosen shall choose a third qualified independent appraiser to make the appraisal. If the two appraisers so chosen are unable to so agree, the appraiser shall be designated by the President of the Cincinnati Chapter of the American Arbitration Association. The decision of the appraiser chosen pursuant to this Article Tenth shall be final and binding. The Corporation shall furnish to such appraiser, subject to a customary confidentiality agreement, all information necessary to make such appraisal. The closing of any purchase of shares of the Corporation pursuant to this Article Tenth shall be held at the Corporation's office on a date designated by the Corporation.

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