

CERTIFICATE OF INCORPORATION

FIRST: The name of this corporation shall be BILCON OF DELAWARE, INC.

SECOND: Its registered office in the State of Delaware is to be located at 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle and its registered agent at such address is CORPORATION SERVICE COMPANY.

THIRD: The purpose or purposes of the corporation shall be:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which this corporation is authorized to issue is One Thousand (1,000) shares of Common Stock, no par value per share.


FIFTH: The name and address of the incorporator is as follows:

M. A. Brzoska  
Corporation Service Company  
2711 Centerville Road  
Suite 400  
Wilmington, Delaware 19808

SIXTH: The Board of Directors shall have the power to adopt, amend or repeal the by-laws.

SEVENTH: No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article Seventh shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

IN WITNESS WHEREOF, the undersigned, being the incorporator herein before named, has executed signed and acknowledged this certificate of incorporation this 15th day of April, A. D. 2002.

  
M. A. Brzoska  
Incorporator

000453

City of Wilmington  
County of New Castle  
Dated: April 15, 2002

ORGANIZATION ACTION IN WRITING OF INCORPORATOR

OF

BILCON OF DELAWARE, INC.

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(Organized April 15, 2002)

The following action is taken this day through this instrument by the incorporator of the above corporation:

1. The election of the following person[s] to serve as the director[s] of the corporation until the first annual meeting of stockholders and until their successors are elected and qualified or until their earlier resignation or removal:

DOUGLAS R. CLAYTON

WILLIAM R. CLAYTON

DANIEL O. CLAYTON

Corporation Service Company, Incorporator

M. A. Brzoska  
M. A. Brzoska, Incorporator

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