

2-0004382
Atty Richard Johnson
9013 Indiana Blvd, Highland
R-54358

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741939

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

To Whom These Presents Come, Greeting:

WHEREAS, there have been presented to this office for filing, duplicate copies of the Articles of Merger, setting forth the Agreement of Merger, merging

REED MINERALS, INC.

an Indiana Corporation, the non-survivor, into

HARSCO CORPORATION

a(n) Delaware Corporation, the survivor, admitted ~~to do business in the State of Indiana.~~ to do business in the State of Indiana.

NOW, THEREFORE, I, EDWIN J. SIMCOX, Secretary of State of the State of Indiana, do hereby certify that I have this day endorsed my approval upon the duplicate copies of such Articles of Merger so presented, and having received the fees required by law, have filed the required copy in this office endorsed with my approval.

STATE OF INDIANA, S. NC
LAME COUNTY
RECORDED FOR RECORD
JAN 19 1 21 PM '84
WILLIAM BIELSKI JR
RECORDER



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis,

this 11th day of

January, 19 84

Edwin J. Simcox
EDWIN J. SIMCOX, Secretary of State

By Josh Jay Webb
Deputy

CT
3100

FILING REQUIREMENTS — Present two fully executed copies to the Secretary of State, plus such additional copies as needed in order to fulfill the recording requirements.

RECORDING REQUIREMENTS — Within 10 days after the effective date, record a copy, duly certified by the Secretary of State, with the Office of the Recorder of all counties in Indiana in which any corporation party to the merger has real property, the title to which is transferred thereby, and in counties in which the surviving corporation owns real property when the name of the survivor is changed via the merger.

ARTICLES OF MERGER — page one

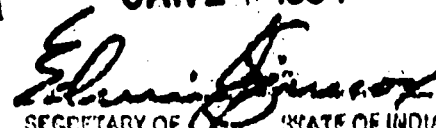
Corporate Form #110 (Feb. 1980)
State Form 39037

Prescribed by Edwin J. Simcox
Secretary of State of Indiana

ARTICLES OF MERGER

APPROVED
AND
FILED

JAN 1 1984


SECRETARY OF STATE OF INDIANA

OF

REED MINERALS, INC., an Indiana corporation

INTO

HARSCO CORPORATION, a Delaware corporation authorized to do
business as a foreign corporation in the State of Indiana

In compliance with the requirements of the Indiana General Corporation Act (hereinafter, the "Act"), the undersigned corporations, desiring to effect a merger, hereby certify that:

Article I

SURVIVING CORPORATION

- A. The name of the corporation surviving the merger is:
HARSCO CORPORATION _____ and such name
has/has not (designate which) been changed as a result of the merger.
- B. Check and complete one of the following:
- () The surviving corporation is a domestic corporation existing pursuant to the provisions of the Act.
- () The surviving corporation is a foreign corporation incorporated under the laws of the State of Delaware and admitted/~~not admitted~~ (designate which) to do business in Indiana. If the surviving corporation is qualified to do business in Indiana, state date of admission March 23, 1956 (if Application for Admission is filed concurrently herewith, state "Upon approval of Application for Admission").
- () The surviving corporation does not intend to transact business in Indiana.

HARSCO CORPORATION

(Name of Corporation)

By: [Handwritten Signature]
(Written Signature)

J. J. Burdge

(Printed Name)

~~President or Vice President~~
Chairman and Chief Executive Officer

[Handwritten Signature]
(Written Signature)

G. F. Gilbert, Jr.

(Printed Name)

~~Secretary or Assistant Secretary~~
Vice President and Secretary

Commonwealth of Pennsylvania

~~STATE OF~~ _____)
COUNTY OF Dauphin) SS:

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the above captioned State, hereby certify that the above-signed officers of the above-named corporation personally appeared before me; acknowledged their execution of the foregoing Articles of Merger; and swore or attested to the facts therein stated.

WITNESS my hand and Notarial Seal this 30 day of December, 1983

[Handwritten Signature]
(Written Signature)

Patricia A. Weiser

(Printed Name)

My County of Residence is:

Dauphin

My Notarial Commission Expires: 4-5-86

This instrument was prepared by A.A. Sommer, Jr., Esquire, Morgan Lewis & Bockius
1800 M Street, NW, Washington, DC 20036
(202) 872-5000

(Insert extra signature and Notary Acknowledgment pages as necessary)

HARSCO CORPORATION

(Name of Corporation)

By:

J. J. Burdge
(Written Signature)

J. J. Burdge

(Printed Name)

~~President or Vice President~~
Chairman and Chief Executive Officer

G. F. Gilbert, Jr.
(Written Signature)

G. F. Gilbert, Jr.

(Printed Name)

~~Secretary or Assistant Secretary~~
Vice President and Secretary

Commonwealth of Pennsylvania

~~STATE OF~~ _____)
COUNTY OF Dauphin _____)SS:

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the above captioned State, hereby certify that the above-signed officers of the above-named corporation personally appeared before me; acknowledged their execution of the foregoing Articles of Merger; and swore or attested to the facts therein stated.

WITNESS my hand and Notarial Seal this 30 day of December, 1983

Patricia A. Weiser
(Written Signature)

(Written Signature)

Patricia A. Weiser

(Printed Name)

My County of Residence is:

Dauphin

My Notarial Commission Expires: 4-5-86

This instrument was prepared by A.A. Sommer, Jr., Esquire, Morgan Lewis & Bockius
1800 M Street, NW, Washington, DC 20036

(202) 872-5000

(Insert extra signature and Notary Acknowledgment pages as necessary)

IN WITNESS WHEREOF, each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer, duly attested by another such officer, acting for and on behalf of such corporation; and each of such corporations certifies to the truth of the facts and acts relating to it and the action taken by its Board of Directors and shareholders. I HEREBY VERIFY SUBJECT TO PENALTIES OF PERJURY THAT THE FACTS CONTAINED HEREIN ARE TRUE.

Dated this 30th day of December, 1983.

REED MINERALS, INC.

(Name of Corporation)

By: *Jack Dietrich*

(Written Signature)

Jack Dietrich

(Printed Name)

President or Vice-President -

Arthur J. McHivern

(Written Signature)

ARTHUR J. McHIVERN

(Printed Name)

~~Secretary or Assistant Secretary~~

STATE OF DISTRICT OF)
COUNTY OF COLUMBIA) SS:

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the above captioned State, hereby certify that the above-signed officers of the above-named corporation personally appeared before me; acknowledged their execution of the foregoing Articles of Merger; and swore or attested to the facts therein stated.

WITNESS my hand and Notarial Seal this 30th day of December, 1983

Jean Peters Phillips

(Written Signature)

JEAN PETERS PHILLIPS
NOTARY PUBLIC DISTRICT OF COLUMBIA
My Commission Expires April 1, 1988

(Printed Name)

My County of Residence is:

Arlington, Virginia

My Notarial Commission Expires: 4/1/88

IN WITNESS WHEREOF, each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer, duly attested by another such officer, acting for and on behalf of such corporation; and each of such corporations certifies to the truth of the facts and acts relating to it and the action taken by its Board of Directors and shareholders. I HEREBY VERIFY SUBJECT TO PENALTIES OF PERJURY THAT THE FACTS CONTAINED HEREIN ARE TRUE.

Dated this 30th day of December, 1983.

REED MINERALS, INC.

(Name of Corporation)

By: *Jack Dietrich*

(Written Signature)

Jack Dietrich

(Printed Name)

President or Vice-President -

Arthur J. McQueen

(Written Signature)

ARTHUR J. McQUEEN

(Printed Name)

~~Secretary or Assistant Secretary~~

STATE OF DISTRICT OF)
COUNTY OF COLUMBIA) SS:

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the above captioned State, hereby certify that the above-signed officers of the above-named corporation personally appeared before me; acknowledged their execution of the foregoing Articles of Merger; and swore or attested to the facts therein stated.

WITNESS my hand and Notarial Seal this 30th day of December, 1983

Jean Peters Phillips

(Written Signature)

JEAN PETERS PHILLIPS
NOTARY PUBLIC DISTRICT OF COLUMBIA
My Commission Expires April 1, 1988

(Printed Name)

My County of Residence is: Arlington, Virginia
My Notarial Commission Expires: 4/1/88

Article VII*

**STATEMENT OF CHANGES MADE WITH RESPECT TO INCREASE
IN AUTHORIZED SHARES OF SURVIVING CORPORATION**

(Strike this Article if survivor is not Indiana domestic corporation)

- A. Total number of shares authorized by survivor
after giving effect to this merger
- B. Total number of shares authorized of survivor
prior to this merger
- C. Net increase in authorized shares (subtract B from A)
- D. Aggregate of all shares authorized of *non-surviving* domestic
corporations party to this merger and
all "Indiana shares" credited previously to
qualified (admitted) foreign corporations
party to this merger
- E. Authorized share increase, if any (subtract D from C)

* (The purpose for the information required by this section is to enable the Secretary of State to more readily calculate the additional fee, if any, resulting from an increase in authorized shares and to credit the surviving corporation with the authorized shares of merging domestic and "Indiana shares" of merging foreign corporations previously credited to such corporation parties to the merger, pursuant to IC 23-3-2-2, as amended.)

Article VII*

**STATEMENT OF CHANGES MADE WITH RESPECT TO INCREASE
IN AUTHORIZED SHARES OF SURVIVING CORPORATION**

(Strike this Article if survivor is not Indiana domestic corporation)

- A. Total number of shares authorized by survivor
after giving effect to this merger
- B. Total number of shares authorized of survivor
prior to this merger
- C. Net increase in authorized shares (subtract B from A)
- D. Aggregate of all shares authorized of *non-surviving* domestic
corporations party to this merger and
all "Indiana shares" credited previously to
qualified (admitted) foreign corporations
party to this merger
- E. Authorized share increase, if any (subtract D from C)

*(The purpose for the information required by this section is to enable the Secretary of State to more readily calculate the additional fee, if any, resulting from an increase in authorized shares and to credit the surviving corporation with the authorized shares of merging domestic and "Indiana shares" of merging foreign corporations previously credited to such corporation parties to the merger, pursuant to IC 23-3-2-2, as amended.)

4. Compliance with Legal Requirements:

The manner of the adoption of the Agreement of Merger, and the vote by which it was adopted, constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the by-laws of the above-named domestic corporation.

(Insert additional pages as necessary to show the manner of adoption and vote of each and every Indiana domestic corporation party to the merger.)

Article V

REPRESENTATIONS BY FOREIGN CORPORATION(S) PARTY TO THE MERGER

(Strike this section if no foreign corporation is party to the merger)

A. The plan was authorized by the foreign corporation(s), adopted or approved as the case may be, in accordance with the laws of the State of domicile.

(Strike this section if the surviving corporation is domestic)

B. The surviving foreign corporation hereby agrees:

1. That it may be served with process in the State of Indiana in any proceeding for the enforcement of any obligation of any domestic corporation party to this merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such domestic corporation against the surviving corporation;

2. To the irrevocable appointment of the Secretary of State of Indiana as its agent to accept service of process in any such proceeding, which process should be mailed by the Secretary of State to the following address CT Corporation System, One N. Capital Avenue, Indianapolis,

3. That it will promptly pay to the dissenting shareholders of any domestic corporation party to this merger the amount, if any, to which they shall be entitled under the provisions of the Act with respect to the rights of dissenting shareholders.

Indiana
46204

Article VI

EFFECTIVE DATE

The effective date of the merger hereby effectuated is XXXXXXXXXX, 19XXXXXXXXXX. (May NOT be prior to nor more than 30 days after the date of filing with the Secretary of State.)

the date of filing of these
Articles of Merger.

4. Compliance with Legal Requirements:

The manner of the adoption of the Agreement of Merger, and the vote by which it was adopted, constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the by-laws of the above-named domestic corporation.

(Insert additional pages as necessary to show the manner of adoption and vote of each and every Indiana domestic corporation party to the merger.)

Article V

REPRESENTATIONS BY FOREIGN CORPORATION(S) PARTY TO THE MERGER

(Strike this section if no foreign corporation is party to the merger)

A. The plan was authorized by the foreign corporation(s), adopted or approved as the case may be, in accordance with the laws of the State of domicile.

(Strike this section if the surviving corporation is domestic)

B. The surviving foreign corporation hereby agrees:

1. That it may be served with process in the State of Indiana in any proceeding for the enforcement of any obligation of any domestic corporation party to this merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such domestic corporation against the surviving corporation;

2. To the irrevocable appointment of the Secretary of State of Indiana as its agent to accept service of process in any such proceeding, which process should be mailed by the Secretary of State to the following address CT Corporation System, One N. Capital Avenue, Indianapolis,

3. That it will promptly pay to the dissenting shareholders of any domestic corporation party to this merger the amount, if any, to which they shall be entitled under the provisions of the Act with respect to the rights of dissenting shareholders.

Indianapolis,
Indiana
46204

Article VI

EFFECTIVE DATE

The effective date of the merger hereby effectuated is XXXXXXXXXX, 19XXXXXXXXXX. (May NOT be prior to nor more than 30 days after the date of filing with the Secretary of State.)

the date of filing of these
Articles of Merger.

2. Action by Shareholders (select appropriate paragraph):

(a) The shareholders of the above-named domestic corporation entitled to vote in respect of the Agreement of Merger, at a meeting thereof, duly called, constituted and held on _____, 19____, at which a quorum of such shareholders was present in person or by proxy, authorized adoption of the merger by such corporation.

The holders of the following classes of shares were entitled to vote as a class in respect of the Agreement of Merger:

- (1)
- (2)
- (3)

The number of shares entitled to vote in respect of the Agreement of Merger, the number of shares voted in favor of the adoption of the Agreement of Merger, and the number of shares voted against such adoption are as follows:

	Total	Shares Entitled to Vote as a Class		
		(1)	(2)	(3)
Shares entitled to vote:	_____	_____	_____	_____
Shares voted in favor:	_____	_____	_____	_____
Shares voted against:	_____	_____	_____	_____

(b) By written consent, executed on _____, 19____, signed by the holders of _____ shares of the Corporation, being all of the shares of the Corporation entitled to vote in respect of an Agreement of Merger, the shareholders authorized adoption of the Agreement of Merger by such corporation.

3. Subsequent Action by Directors (select appropriate paragraph):

(a) The Board of Directors of the above-named domestic corporation, at a meeting thereof, duly called, constituted and held on _____, 19____, reconsidered the Agreement of Merger and adopted, by a majority vote of the members of such board, a resolution again approving the Agreement of Merger and authorizing the execution thereof by the undersigned President or Vice-President and Secretary or Assistant Secretary of such corporation, for and on its behalf.

(b) By written consent, executed on _____, 19____, signed by all of the members of the Board of Directors of the above-named domestic corporation, a resolution was adopted again approving the Agreement of Merger and authorizing the execution thereof by the undersigned President or Vice-President and Secretary or Assistant Secretary of such corporation, for and on its behalf.

(c) Since the shareholders of the above-named domestic corporation voted unanimously in favor of the Agreement of Merger, no subsequent action by the Board of Directors of such corporation was required. A resolution anticipating unanimous approval was duly adopted by the Board of Directors of such corporation in conjunction with the resolutions approving the Agreement of Merger which authorized the execution thereof by the undersigned President or Vice-President and Secretary or Assistant Secretary of such corporation, without further action by the Board of Directors.

2. Action by Shareholders (select appropriate paragraph):

(a) The shareholders of the above-named domestic corporation entitled to vote in respect of the Agreement of Merger, at a meeting thereof, duly called, constituted and held on _____, 19____, at which a quorum of such shareholders was present in person or by proxy, authorized adoption of the merger by such corporation.

The holders of the following classes of shares were entitled to vote as a class in respect of the Agreement of Merger:

- (1)
- (2)
- (3)

The number of shares entitled to vote in respect of the Agreement of Merger, the number of shares voted in favor of the adoption of the Agreement of Merger, and the number of shares voted against such adoption are as follows:

	Total	Shares Entitled to Vote as a Class		
		(1)	(2)	(3)
Shares entitled to vote:	_____	_____	_____	_____
Shares voted in favor:	_____	_____	_____	_____
Shares voted against:	_____	_____	_____	_____

(b) By written consent, executed on _____, 19____, signed by the holders of _____ shares of the Corporation, being all of the shares of the Corporation entitled to vote in respect of an Agreement of Merger, the shareholders authorized adoption of the Agreement of Merger by such corporation.

3. Subsequent Action by Directors (select appropriate paragraph) :

(a) The Board of Directors of the above-named domestic corporation, at a meeting thereof, duly called, constituted and held on _____, 19____, reconsidered the Agreement of Merger and adopted, by a majority vote of the members of such board, a resolution again approving the Agreement of Merger and authorizing the execution thereof by the undersigned President or Vice-President and Secretary or Assistant Secretary of such corporation, for and on its behalf.

(b) By written consent, executed on _____, 19____, signed by all of the members of the Board of Directors of the above-named domestic corporation, a resolution was adopted again approving the Agreement of Merger and authorizing the execution thereof by the undersigned President or Vice-President and Secretary or Assistant Secretary of such corporation, for and on its behalf.

(c) Since the shareholders of the above-named domestic corporation voted unanimously in favor of the Agreement of Merger, no subsequent action by the Board of Directors of such corporation was required. A resolution anticipating unanimous approval was duly adopted by the Board of Directors of such corporation in conjunction with the resolutions approving the Agreement of Merger which authorized the execution thereof by the undersigned President or Vice-President and Secretary or Assistant Secretary of such corporation, without further action by the Board of Directors.

Article II

MERGING CORPORATION(S)

The name, State of Incorporation and date of incorporation or admission, respectively, of each Indiana domestic corporation and Indiana-qualified foreign corporation, other than the survivor, which is a party to the merger are as follows:

REED MINERALS, INC.	
(Name of Corporation)	
Indiana	May 17, 1978
(State of domicile)	(Date of incorporation or qualification in Indiana)
(Name of Corporation)	
(State of domicile)	(Date of incorporation or qualification in Indiana)
(Name of corporation)	
(State of domicile)	(Date of incorporation or qualification in Indiana)

Article III

AGREEMENT OF MERGER

The Agreement of Merger, containing such information as required by IC-23-1-5-2, is set forth in "Exhibit A", attached hereto and made a part hereof.

Article IV

MANNER OF ADOPTION AND VOTE

The manner of adoption and vote by which the plan of merger was approved by each domestic corporation party to the merger is as follows:

- A. Action by Domestic ~~Surviving~~/Merging (designate which) Corporation,
REED MINERALS, INC.
(Name of corporation)

3. Subsequent Action by Directors (select appropriate paragraph):

(a) The Board of Directors of the above-named domestic corporation, at a meeting thereof, duly called, constituted and held on _____, 19____, reconsidered the Agreement of Merger and adopted, by a majority vote of the members of such board, a resolution again approving the Agreement of Merger and authorizing the execution thereof by the undersigned President or Vice-President and Secretary or Assistant Secretary of such corporation, for and on its behalf.

(b) By written consent, executed on _____, 19____, signed by all of the members of the Board of Directors of the above-named domestic corporation, a resolution was adopted again approving the Agreement of Merger and authorizing the execution thereof by the undersigned President or Vice-President and Secretary or Assistant Secretary of such corporation, for and on its behalf.

(c) Since the shareholders of the above-named domestic corporation voted unanimously in favor of the Agreement of Merger, no subsequent action by the Board of Directors of such corporation was required. A resolution anticipating unanimous approval was duly adopted by the Board of Directors of such corporation in conjunction with the resolutions approving the Agreement of Merger which authorized the execution thereof by the undersigned President or Vice-President and Secretary or Assistant Secretary of such corporation, without further action by the Board of Directors.

4. Compliance with Legal Requirements:

The manner of the adoption of the Agreement of Merger, and the vote by which it was adopted, constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the by-laws of the above-named domestic corporation.

B. Action by Domestic Merging Corporation,

(Name of corporation)

1. Action By Directors (select appropriate paragraph):

(a) The Board of Directors of the above-named domestic corporation, at a meeting thereof, duly called, constituted and held on _____, 19____, adopted by a majority vote of the members of such board a resolution approving the Agreement of Merger and directing that it be submitted for approval or rejection to the shareholders of such corporation entitled to vote in respect thereof at a _____ meeting of such shareholders to be held on _____, 19____, unless the same was so approved prior to such date by unanimous written consent.

(b) By written consent, executed on _____, 19____, signed by all of the members of the Board of Directors of the above-named domestic corporation, a resolution was adopted approving the Agreement of Merger and directing that it be submitted to the shareholders of such corporation entitled to vote in respect thereof at a meeting of such shareholders to be held on _____, 19____, unless the same was so approved prior to such date by unanimous written consent.

3. Subsequent Action by Directors (select appropriate paragraph):

(a) The Board of Directors of the above-named domestic corporation, at a meeting thereof, duly called, constituted and held on _____, 19____, reconsidered the Agreement of Merger and adopted, by a majority vote of the members of such board, a resolution again approving the Agreement of Merger and authorizing the execution thereof by the undersigned President or Vice-President and Secretary or Assistant Secretary of such corporation, for and on its behalf.

(b) By written consent, executed on _____, 19____, signed by all of the members of the Board of Directors of the above-named domestic corporation, a resolution was adopted again approving the Agreement of Merger and authorizing the execution thereof by the undersigned President or Vice-President and Secretary or Assistant Secretary of such corporation, for and on its behalf.

(c) Since the shareholders of the above-named domestic corporation voted unanimously in favor of the Agreement of Merger, no subsequent action by the Board of Directors of such corporation was required. A resolution anticipating unanimous approval was duly adopted by the Board of Directors of such corporation in conjunction with the resolutions approving the Agreement of Merger which authorized the execution thereof by the undersigned President or Vice-President and Secretary or Assistant Secretary of such corporation, without further action by the Board of Directors.

4. Compliance with Legal Requirements:

The manner of the adoption of the Agreement of Merger, and the vote by which it was adopted, constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the by-laws of the above-named domestic corporation.

B. Action by Domestic Merging Corporation,

(Name of corporation)

1. Action By Directors (select appropriate paragraph):

(a) The Board of Directors of the above-named domestic corporation, at a meeting thereof, duly called, constituted and held on _____, 19____, adopted by a majority vote of the members of such board a resolution approving the Agreement of Merger and directing that it be submitted for approval or rejection to the shareholders of such corporation entitled to vote in respect thereof at a _____ meeting of such shareholders to be held on _____, 19____, unless the same was so approved prior to such date by unanimous written consent.

(b) By written consent, executed on _____, 19____, signed by all of the members of the Board of Directors of the above-named domestic corporation, a resolution was adopted approving the Agreement of Merger and directing that it be submitted to the shareholders of such corporation entitled to vote in respect thereof at a meeting of such shareholders to be held on _____, 19____, unless the same was so approved prior to such date by unanimous written consent.

EXHIBIT A

AGREEMENT OF MERGER

of

REED MINERALS, INC.

(An Indiana Corporation)

With and Into

HARSCO CORPORATION

(A Delaware Corporation)

AGREEMENT OF MERGER, dated as of December 30, 1983, by and between REED MINERALS, INC., an Indiana corporation ("Reed"), and HARSCO CORPORATION, a Delaware corporation ("Harsco"), with reference to the following RECITALS:

A. Reed is a corporation duly organized, validly existing and in good standing under the laws of the State of Indiana with authorized capital stock consisting of 18,889 shares of Class A Common Stock, no par value, and 18,889 shares of Class B Common Stock, no par value, of which 17,332 shares each of Class A Common Stock and Class B Common Stock are issued and outstanding;

B. Harsco is a corporation duly organized, validly existing and in good standing under the laws of the State of Delaware with authorized capital stock consisting of 30,000,000 shares of Common Stock, par value \$1.25 per share, 20,827,256 of which common shares are issued and outstanding; and 4,000,000

shares of Preferred Stock, par value \$1.25 per share, none of which are issued and outstanding; and

C. The respective Boards of Directors of Reed and Harsco have adopted resolutions approving this Agreement of Merger and the proposed Merger as hereinafter defined upon the terms and conditions hereinafter set forth and directing that this Agreement of Merger be submitted to the shareholders of Reed in accordance with The Indiana General Corporation Law.

NOW, THEREFORE, the parties hereto, in consideration of the mutual covenants contained herein agree as follows:

ARTICLE I

GENERAL

1.1 Reed and Harsco ("Constituent Corporations") will effect a merger (the "Merger") subject to the terms and conditions of this Agreement of Merger ("Merger Agreement").

1.2 At the Escrow Release Date (as defined below), Reed will be merged with and into Harsco, which latter corporation will be the surviving corporation.

1.3 At the Escrow Release Date, the separate existence of Reed shall cease and Reed will be merged with and into Harsco with the effect that Harsco will thereupon possess all of the rights, privileges, immunities, powers and franchises, as well of a public as of a private nature and shall be subject to all of the restrictions, disabilities and duties of each of the Constituent Corporations, and all property, real, personal and

shares of Preferred Stock, par value \$1.25 per share, none of which are issued and outstanding; and

C. The respective Boards of Directors of Reed and Harsco have adopted resolutions approving this Agreement of Merger and the proposed Merger as hereinafter defined upon the terms and conditions hereinafter set forth and directing that this Agreement of Merger be submitted to the shareholders of Reed in accordance with The Indiana General Corporation Law.

NOW, THEREFORE, the parties hereto, in consideration of the mutual covenants contained herein agree as follows:

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1.1 Reed and Harsco ("Constituent Corporations") will effect a merger (the "Merger") subject to the terms and conditions of this Agreement of Merger ("Merger Agreement").

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1.3 At the Escrow Release Date, the separate existence of Reed shall cease and Reed will be merged with and into Harsco with the effect that Harsco will thereupon possess all of the rights, privileges, immunities, powers and franchises, as well of a public as of a private nature and shall be subject to all of the restrictions, disabilities and duties of each of the Constituent Corporations, and all property, real, personal and

shares of Preferred Stock, par value \$1.25 per share, none of which are issued and outstanding; and

C. The respective Boards of Directors of Reed and Harsco have adopted resolutions approving this Agreement of Merger and the proposed Merger as hereinafter defined upon the terms and conditions hereinafter set forth and directing that this Agreement of Merger be submitted to the shareholders of Reed in accordance with The Indiana General Corporation Law.

NOW, THEREFORE, the parties hereto, in consideration of the mutual covenants contained herein agree as follows:

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1.3 At the Escrow Release Date, the separate existence of Reed shall cease and Reed will be merged with and into Harsco with the effect that Harsco will thereupon possess all of the rights, privileges, immunities, powers and franchises, as well of a public as of a private nature and shall be subject to all of the restrictions, disabilities and duties of each of the Constituent Corporations, and all property, real, personal and

mixed, of the Constituent Corporations, and all debts due to either of them on whatever account, as well as for stock subscriptions as well as all other choses in action shall be vested in Harsco and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of Harsco as they were of the several and respective Constituent Corporations, and the title to any real estate vested by deed or otherwise in either of such Constituent Corporations, shall not revert or be in any way impaired by reason of the Merger; but all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to Harsco and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

1.4 Reed will at any time, or from time to time, as and when requested by Harsco, or by its successors and assigns, execute and deliver, or cause to be executed and delivered in its name by its last acting officers, or by the corresponding officers of Harsco, all such conveyances, assignments, transfers, deeds, or other instruments, and will take or cause to be taken such further or other action as Harsco, its successors or assigns, may deem necessary or desirable in order to evidence the transfer, vesting or devolution of any property, right, privilege

or franchise, or to vest or perfect in or confirm to Harsco, its successors and assigns, title to and possession of all the property, rights, privileges, powers, immunities, franchises and interests referred to in this Article I and otherwise to carry out the intent and purposes hereof.

1.5 At the Escrow Release Date, the Certificate of Incorporation of Harsco in effect immediately prior to the Escrow Release Date will be and remain the Certificate of Incorporation of Harsco.

1.6 At the Escrow Release Date, the By-laws of Harsco in effect immediately prior to the Escrow Release Date will be and remain the By-laws of Harsco.

1.7 Each share of stock of Harsco outstanding immediately prior to the Escrow Release Date will be identical to the outstanding stock or treasury shares of Harsco after the Escrow Release Date.

1.8 The shares of Harsco Common Stock to be issued and delivered under the plan of merger do not exceed 20 percent of the shares of Harsco Common Stock outstanding immediately prior to the Escrow Release Date.

1.9 If this Merger Agreement is adopted and approved by the Shareholders of Reed in accordance with the requirements of the applicable laws of the State of Indiana, and all of the conditions precedent to the obligations of each of the Constituent Corporations as set forth in the Agreement and Plan

of Reorganization dated December 30, 1983, (the "Reorganization Agreement") are satisfied or have been waived; (a) a Certificate of Merger executed under the seal of Harsco and signed and verified by its officers, complying in all respects with Section 252 of the Delaware General Corporation Law will be delivered to the Secretary of State of Delaware for filing, and (b) Articles of Merger signed on behalf of each of the Constituent Corporations by current officers and verified and affirmed subject to penalties for perjury in duplicate complying with Section 23-1-5-2 of The Indiana General Corporation Act shall be presented to the Secretary of State of the State of Delaware accompanied by the fees prescribed by law. This Merger will become effective on the day when the latest of such filings will have been completed ("Escrow Release Date"). Within thirty (30) days after the Escrow Release Date, Harsco shall file with the Secretary of State of the State of Indiana a duplicate of the Certificate of Merger duly certified by the Secretary of State of the State of Delaware.

ARTICLE II

CAPITAL STOCK OF HARSCO AND MANNER OF CONVERTING SHARES OF CONSTITUENT CORPORATIONS

2.1 Each share of Common Stock of Harsco outstanding immediately prior to the Merger will at the Escrow Release Date not be converted or exchanged, and each such share will remain outstanding as one share of the common stock of Harsco.

2.2 Each Class A share of Common Stock of Reed outstanding immediately prior to the Merger will at the Escrow Release Date by virtue of the Merger and without any action on the part of the holder thereof, be exchanged for and converted into and become the right to receive \$952.

2.3 Each Class B share of Common Stock of Reed outstanding immediately prior to the Merger will, at the Escrow Release Date, by virtue of the Merger and without any action on the part of the holder thereof, be exchanged for and converted into and become, without further action by the Class B Shareholders of Reed, 42.64 shares of Common Stock, par value \$1.25 per share, of Harsco.

2.4 From and after the Escrow Release Date, each certificate which, prior to the Escrow Release Date, represented shares of outstanding Class A and B Common Stock of Reed will evidence only the right to receive respectively cash or shares of Harsco Common Stock on the basis and in the amounts set forth above. The aforesaid exchange and conversion will be complete and effective at the Escrow Release Date without regard to the date or dates upon which the certificate or certificates for Class A or B Common Stock of Reed are surrendered.

ARTICLE III

MISCELLANEOUS

3.1 The obligations of Reed and Harsco to effect the Merger by effecting a filing or a filing and recording hereof with the proper public officers is subject to all of the conditions precedent specified in the Reorganization Agreement.

3.2 Reed and Harsco may, by agreement in writing authorized by their respective Boards of Directors or authorized committees, amend this Merger Agreement at any time before or after approval hereof by the Shareholders of Reed, but after any such approval, no amendment will be made which substantially changes the terms hereof without the further approval of such shareholders.

3.3 All notices, demands and other communications which are required to be given to or made by either party to the other in connection with this Merger Agreement will be in writing and will be deemed to have been given when posted by certified or registered mail or when a receipt of a courier express, telegram, cable or telex has been acknowledged to the following addresses:

If to Reed:

Reed Minerals, Inc.
Attention: Jack Dietrich, President
8149C Kennedy Avenue
Highland, Indiana 46322

If to Harsco:

Harsco Corporation
350 Poplar Church Road
Camp Hill, PA. 17011
Attention: J. J. Burdge, Chairman and
Chief Executive Officer

or such other address as any party may designate by written notice to all other parties. If such notice is given by personal delivery, the person to whom such notice is given will, if requested, acknowledge receipt thereof on a duplicate of the notice.

3.4 This Merger Agreement may be executed in any number of counterparts each of which will be deemed an original but all of which counterparts will constitute one instrument representing the agreement between Reed and Harsco.

IN WITNESS WHEREOF, the parties hereto have only executed this Agreement and Plan of Merger as of the day and year first written above.

ATTEST

W. J. Gilbert

ATTEST

*Arthur M. Klein
and Secy*

Harsco Corporation

By *J. J. Burdge*
J.J. Burdge, Chairman
and Chief Executive Officer


Reed Minerals, Inc.

By *James D. Smith*
Plus

I, G.F. Gilbert, Jr., Vice President and Secretary of Harsco Corporation, a Delaware corporation, hereby certify that the foregoing Agreement of Merger has been adopted pursuant to subsection (c) of Section 251 of The Delaware General Corporation Law and that as of the date hereof, the outstanding shares of Harsco Corporation were such as to render such subsection applicable.

IN WITNESS WHEREOF, the undersigned has duly executed this certificate on this 30th day of December, 1983.

SEAL



G.F. GILBERT, JR.
Vice President and Secretary

EXHIBIT A

AGREEMENT OF MERGER

of

REED MINERALS, INC.

(An Indiana Corporation)

With and Into

HARSCO CORPORATION

(A Delaware Corporation)

AGREEMENT OF MERGER, dated as of December 30, 1983, by and between REED MINERALS, INC., an Indiana corporation ("Reed"), and HARSCO CORPORATION, a Delaware corporation ("Harsco"), with reference to the following RECITALS:

A. Reed is a corporation duly organized, validly existing and in good standing under the laws of the State of Indiana with authorized capital stock consisting of 18,889 shares of Class A Common Stock, no par value, and 18,889 shares of Class B Common Stock, no par value, of which 17,332 shares each of Class A Common Stock and Class B Common Stock are issued and outstanding;

B. Harsco is a corporation duly organized, validly existing and in good standing under the laws of the State of Delaware with authorized capital stock consisting of 30,000,000 shares of Common Stock, par value \$1.25 per share, 20,827,256 of which common shares are issued and outstanding; and 4,000,000

EXHIBIT A

AGREEMENT OF MERGER
of
REED MINERALS, INC.
(An Indiana Corporation)
With and Into
HARSCO CORPORATION
(A Delaware Corporation)

AGREEMENT OF MERGER, dated as of December 30, 1983, by and between REED MINERALS, INC., an Indiana corporation ("Reed"), and HARSCO CORPORATION, a Delaware corporation ("Harsco"), with reference to the following RECITALS:

A. Reed is a corporation duly organized, validly existing and in good standing under the laws of the State of Indiana with authorized capital stock consisting of 18,889 shares of Class A Common Stock, no par value, and 18,889 shares of Class B Common Stock, no par value, of which 17,332 shares each of Class A Common Stock and Class B Common Stock are issued and outstanding;

B. Harsco is a corporation duly organized, validly existing and in good standing under the laws of the State of Delaware with authorized capital stock consisting of 30,000,000 shares of Common Stock, par value \$1.25 per share, 20,827,256 of which common shares are issued and outstanding; and 4,000,000

3. Subsequent Action by Directors (select appropriate paragraph):

(a) The Board of Directors of the above-named domestic corporation, at a meeting thereof, duly called, constituted and held on _____, 19____, reconsidered the Agreement of Merger and adopted, by a majority vote of the members of such board, a resolution again approving the Agreement of Merger and authorizing the execution thereof by the undersigned President or Vice-President and Secretary or Assistant Secretary of such corporation, for and on its behalf.

(b) By written consent, executed on _____, 19____, signed by all of the members of the Board of Directors of the above-named domestic corporation, a resolution was adopted again approving the Agreement of Merger and authorizing the execution thereof by the undersigned President or Vice-President and Secretary or Assistant Secretary of such corporation, for and on its behalf.

(c) Since the shareholders of the above-named domestic corporation voted unanimously in favor of the Agreement of Merger, no subsequent action by the Board of Directors of such corporation was required. A resolution anticipating unanimous approval was duly adopted by the Board of Directors of such corporation in conjunction with the resolutions approving the Agreement of Merger which authorized the execution thereof by the undersigned President or Vice-President and Secretary or Assistant Secretary of such corporation, without further action by the Board of Directors.

4. Compliance with Legal Requirements:

The manner of the adoption of the Agreement of Merger, and the vote by which it was adopted, constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the by-laws of the above-named domestic corporation.

B. Action by Domestic Merging Corporation,

(Name of corporation)

1. Action By Directors (select appropriate paragraph):

(a) The Board of Directors of the above-named domestic corporation, at a meeting thereof, duly called, constituted and held on _____, 19____, adopted by a majority vote of the members of such board a resolution approving the Agreement of Merger and directing that it be submitted for approval or rejection to the shareholders of such corporation entitled to vote in respect thereof at a _____ meeting of such shareholders to be held on _____, 19____, unless the same was so approved prior to such date by unanimous written consent.

(b) By written consent, executed on _____, 19____, signed by all of the members of the Board of Directors of the above-named domestic corporation, a resolution was adopted approving the Agreement of Merger and directing that it be submitted to the shareholders of such corporation entitled to vote in respect thereof at a meeting of such shareholders to be held on _____, 19____, unless the same was so approved prior to such date by unanimous written consent.

4. Compliance with Legal Requirements:

The manner of the adoption of the Agreement of Merger, and the vote by which it was adopted, constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the by-laws of the above-named domestic corporation.

(Insert additional pages as necessary to show the manner of adoption and vote of each and every Indiana domestic corporation party to the merger.)

Article V

REPRESENTATIONS BY FOREIGN CORPORATION(S) PARTY TO THE MERGER

(Strike this section if no foreign corporation is party to the merger)

- A. The plan was authorized by the foreign corporation(s), adopted or approved as the case may be, in accordance with the laws of the State of domicile.

(Strike this section if the surviving corporation is domestic)

- B. The surviving foreign corporation hereby agrees:

- 1. That it may be served with process in the State of Indiana in any proceeding for the enforcement of any obligation of any domestic corporation party to this merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such domestic corporation against the surviving corporation;

- 2. To the irrevocable appointment of the Secretary of State of Indiana as its agent to accept service of process in any such proceeding, which process should be mailed by the Secretary of State to the following address CT Corporation System, One N. Capital Avenue, Indianapolis,

- 3. That it will promptly pay to the dissenting shareholders of any domestic corporation party to this merger the amount, if any, to which they shall be entitled under the provisions of the Act with respect to the rights of dissenting shareholders.

Indiana
46204

Article VI

EFFECTIVE DATE

The effective date of the merger hereby effectuated is XXXXXXXXXX, 19XXXXXXXXXX. (May NOT be prior to nor more than 30 days after the date of filing with the Secretary of State.)

the date of filing of these
Articles of Merger.

2. Action by Shareholders (select appropriate paragraph):

(a) The shareholders of the above-named domestic corporation entitled to vote in respect of the Agreement of Merger, at a meeting thereof, duly called, constituted and held on _____, 19 _____, at which a quorum of such shareholders was present in person or by proxy, authorized adoption of the merger by such corporation.

The holders of the following classes of shares were entitled to vote as a class in respect of the Agreement of Merger:

- (1)
- (2)
- (3)

The number of shares entitled to vote in respect of the Agreement of Merger, the number of shares voted in favor of the adoption of the Agreement of Merger, and the number of shares voted against such adoption are as follows:

	Total	Shares Entitled to Vote as a Class		
		(1)	(2)	(3)
Shares entitled to vote:	_____	_____	_____	_____
Shares voted in favor:	_____	_____	_____	_____
Shares voted against:	_____	_____	_____	_____

(b) By written consent, executed on _____, 19____, signed by the holders of _____ shares of the Corporation, being all of the shares of the Corporation entitled to vote in respect of an Agreement of Merger, the shareholders authorized adoption of the Agreement of Merger by such corporation.

3. Subsequent Action by Directors (select appropriate paragraph) :

(a) The Board of Directors of the above-named domestic corporation, at a meeting thereof, duly called, constituted and held on _____, 19____, reconsidered the Agreement of Merger and adopted, by a majority vote of the members of such board, a resolution again approving the Agreement of Merger and authorizing the execution thereof by the undersigned President or Vice-President and Secretary or Assistant Secretary of such corporation, for and on its behalf.

(b) By written consent, executed on _____, 19____, signed by all of the members of the Board of Directors of the above-named domestic corporation, a resolution was adopted again approving the Agreement of Merger and authorizing the execution thereof by the undersigned President or Vice-President and Secretary or Assistant Secretary of such corporation, for and on its behalf.

(c) Since the shareholders of the above-named domestic corporation voted unanimously in favor of the Agreement of Merger, no subsequent action by the Board of Directors of such corporation was required. A resolution anticipating unanimous approval was duly adopted by the Board of Directors of such corporation in conjunction with the resolutions approving the Agreement of Merger which authorized the execution thereof by the undersigned President or Vice-President and Secretary or Assistant Secretary of such corporation, without further action by the Board of Directors.

IN WITNESS WHEREOF, each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer, duly attested by another such officer, acting for and on behalf of such corporation; and each of such corporations certifies to the truth of the facts and acts relating to it and the action taken by its Board of Directors and shareholders. I HEREBY VERIFY SUBJECT TO PENALTIES OF PERJURY THAT THE FACTS CONTAINED HEREIN ARE TRUE.

Dated this 30th day of December, 1983.

REED MINERALS, INC.

(Name of Corporation)

By: *Jack Dietrich*

(Written Signature)

Jack Dietrich

(Printed Name)

President or Vice-President -

Arthur J. McGiven

(Written Signature)

ARTHUR J. MCGIVEN

(Printed Name)

~~Secretary~~ or Assistant Secretary

STATE OF DISTRICT OF)
COUNTY OF COLUMBIA)SS:

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the above captioned State, hereby certify that the above-signed officers of the above-named corporation personally appeared before me; acknowledged their execution of the foregoing Articles of Merger; and swore or attested to the facts therein stated.

WITNESS my hand and Notarial Seal this 30th day of December, 1983

Jean Peters Phillips

(Written Signature)

JEAN PETERS PHILLIPS
NOTARY PUBLIC DISTRICT OF COLUMBIA
My Commission Expires April 1, 1988

(Printed Name)

My County of Residence is:

Arlington, Virginia

My Notarial Commission Expires:

4/1/88

Article VII*

**STATEMENT OF CHANGES MADE WITH RESPECT TO INCREASE
IN AUTHORIZED SHARES OF SURVIVING CORPORATION**

(Strike this Article if survivor is not Indiana domestic corporation)

- A. Total number of shares authorized by survivor
after giving effect to this merger
- B. Total number of shares authorized of survivor
prior to this merger
- C. Net increase in authorized shares (subtract B from A)
- D. Aggregate of all shares authorized of *non-surviving* domestic
corporations party to this merger and
all "Indiana shares" credited previously to
qualified (admitted) foreign corporations
party to this merger
- E. Authorized share increase, if any (subtract D from C)

*(The purpose for the information required by this section is to enable the Secretary of State to more readily calculate the additional fee, if any, resulting from an increase in authorized shares and to credit the surviving corporation with the authorized shares of merging domestic and "Indiana shares" of merging foreign corporations previously credited to such corporation parties to the merger, pursuant to IC 23-3-2-2, as amended.)



HARSCO CORPORATION

(Name of Corporation)

By:

J. J. Burdge
(Written Signature)

J. J. Burdge

(Printed Name)

~~President or Vice President~~
Chairman and Chief Executive Officer

G. F. Gilbert, Jr.

(Written Signature)

G. F. Gilbert, Jr.

(Printed Name)

~~Secretary or Assistant Secretary~~
Vice President and Secretary

Commonwealth of Pennsylvania

~~XXXXXXXXXX~~

STATE OF _____)

)SS:

COUNTY OF Dauphin)

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the above captioned State, hereby certify that the above-signed officers of the above-named corporation personally appeared before me; acknowledged their execution of the foregoing Articles of Merger; and swore or attested to the facts therein stated.

WITNESS my hand and Notarial Seal this 30 day of December, 1983

Patricia A. Weiser

(Written Signature)

Patricia A. Weiser

(Printed Name)

My County of Residence is:

Dauphin

My Notarial Commission Expires: 4-5-86

This instrument was prepared by A.A. Sommer, Jr., Esquire, Morgan Lewis & Bockius
1800 M Street, NW, Washington, DC 20036

(202) 872-5000

(Insert extra signature and Notary Acknowledgment pages as necessary)