

STATE OF
NORTH
CAROLINA



Department of The
Secretary of State

To all to whom these presents shall come, Greeting:

I, Thad Eure, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached (15 sheets) to be a true copy of

RESTATED CHARTER AND ALL DOCUMENTS FILED THEREAFTER

OF

INSTEEL INDUSTRIES, INC.

the original of which is now on file and a matter of record in this office.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this _____ 4th day
of _____ May _____ in the year of our Lord 19 _____ 88.



Secretary of State



By _____
Deputy Secretary of State

RESTATED CHARTER OF
EXPOSAIC INDUSTRIES, INC.

The undersigned corporation, pursuant to action of its Board of Directors, hereby executes this Restated Charter for the purpose of integrating into one document its original articles of incorporation and all amendments thereto:

I.

The name of the corporation is Exposaic Industries, Inc.

II.

The period of duration of the corporation shall be perpetual.

III.

The provisions for which the corporation is organized are:

(a) To engage in the manufacture, sale and distribution of concrete blocks and all concrete products of every kind and description, and the manufacture, sale and distribution of all building materials and supplies of every nature and description; and to engage in any other lawful activity, including but not limited to the construction, manufacture and production of any type of structure or commodity whatsoever, and the processing, selling, brokering, factoring or distributing of any type of property, whether real or personal, and the collection and dissemination of information or advertisement through any medium whatsoever, and the entering into of any guarantyship, suretyship, fiduciary or representative capacity for any persons or corporations whatsoever.

(b) To engage generally in the business of manufacturing, fabricating, selling, buying and trading all types and kinds of building materials and products, including particularly, without limiting the generality hereof, architectural concrete slabs and trim for the facades, exteriors and interiors of buildings,

exposed aggregate architectural concrete slabs and other types and kinds of architectural concrete slabs, architectural cast stone trim and other concrete products used for construction and architectural treatment of facades, exteriors and interiors of buildings.

(c) To manufacture, construct, fabricate, process, erect, buy, sell, lease, exchange, dispose of, mill, prepare, install, repair and generally to make and deal in building materials, concrete products, machinery, appliances, implements, tools and plants of every nature, kind and description whatsoever, and also to carry on and conduct a general manufacturing, wholesale and retail and merchandise business.

(d) To engage in research development, engineering, distribution, warehousing, advertising, operation, consignment and shipping of all and every kind of building materials, concrete products, machinery, machine parts, appliances, equipment, and devices, together with the component parts thereof which are manufactured, bought, sold, leased, hired, licensed or otherwise fabricated, assembled or dealt in by the corporation.

(e) To apply for, obtain, register, purchase, lease, or otherwise to acquire, and to hold, use, own, operate and introduce, and to sell, assign, or otherwise dispose of, any trade marks, trade names, copyrights, patents, inventions, improvements and processes used in connection with or secured under Letters Patent of the United States, or elsewhere or otherwise, and to use, exercise, develop, grant licenses in respect of, or otherwise to turn to account any such trade marks, trade names, copyrights, licenses, patents, processes and the like, or any such property or rights.

(f) To manufacture, purchase, or acquire in any lawful manner, and to hold, own, mortgage, pledge, sell, consign, transfer or in any manner dispose of and to deal and trade in goods, wares, merchandise and property of any and every kind and

description and wherever situated; and to establish, maintain and operate branches, agencies, manufacturing plants, depots, warehouses, and stores for said purposes.

(g) To act as agent (other than fiscal or transfer), factor, or broker, on commission or otherwise, for individuals, co-partnerships, joint stock associations, business trusts or corporations, foreign or domestic, including governments or governmental authorities; to aid and assist, promote and conserve the interests of, and afford facilities for the convenient transaction of business, by or for its principals and patrons, in all parts of the world, and as such agent, factor or broker, to guarantee the payment or collectibility of accounts of the customers.

(h) To lend money with or without security upon such terms and conditions as the corporation may think fit.

(i) To acquire the good will, rights, property and assets of all kinds and to undertake the whole or any part of the liabilities of any person, firm, association or corporation on such terms and conditions as may be agreed on, and to pay for the same in cash, stocks, bonds, debentures, or other securities of this corporation, or otherwise.

(j) To purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by, any other corporation of this or any other state, territory or country; and while the owner of such stock, to exercise all of the rights, powers and privileges of ownership, including the right to vote thereon; to guarantee any dividends, bonds, stocks, contracts or other obligations of any corporation; and to aid in any lawful manner any corporation or other business or non-profit enterprise.

(k) Subject to the laws of this State, to purchase or otherwise acquire, hold and reissue the shares of its own capital stock; to acquire by purchase, subscription or otherwise,

and to hold as an investment any bonds or other securities or evidences of indebtedness or any shares of capital stock created or issued by any other corporation and generally to deal in securities; to incur debt and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments, and evidences of indebtedness of all kinds, whether secured by mortgage, deed of trust, or otherwise.

(l) To take, purchase, lease or otherwise acquire, and to own, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise deal in and dispose of real and personal property of every type and kind, both tangible and intangible, and to contract with any person, firm or corporation, public or private, and to carry out and perform contracts of every type and kind.

(m) To carry on and conduct any other business, mercantile, manufacturing or otherwise, which directly or indirectly may promote the interests of the corporation or enhance the value of its properties, or to carry on any business that is adapted to the promotion, either directly or indirectly, of the other business of the corporation, and generally to have and exercise all of the rights, powers and privileges which are now or may hereafter be conferred by the laws of North Carolina upon corporations organized and operating under the laws of said State; to execute from time to time, general or special powers of attorney to persons, firms, associations, or corporations, and to revoke the same as and when the Board of Directors may determine and to do any and all of the things hereinabove set out as a natural person might or could do.

The several purposes specified above shall not be limited by or dependent upon the terms of any other purpose, and the purposes specified in each of the foregoing paragraphs

shall be regarded and construed as independent and separate purposes and powers of the corporation.

IV.

The corporation shall have authority to issue Twenty-One Million (21,000,000) shares of stock, consisting of:

Twenty Million (20,000,000) shares of a class designated "Common Stock (No Par Value)"; and

One Million (1,000,000) shares of a class designated "No Par Preferred Stock", having no par value.

The Board of Directors of the corporation shall have the authority to fix the preferences, limitations and relative rights of each class of stock, to establish series within a class of preferred stock, to determine variations within such series, and to limit or deny voting rights of any class of preferred stock, insofar as shall be permitted by law.

V.

The stated capital of the corporation is Nine Hundred Fifty-Three Thousand Six Hundred Forty-Four Dollars (\$953,644).

VI.

No holder of stock of the corporation shall be entitled as of right to subscribe for or purchase any additional or increased stock of the corporation of any class, whether now or hereafter authorized, including treasury stock, or obligations convertible into any class of stock, or stock of any class convertible into stock of any other class, or obligations, stock or other securities carrying warrants or rights to subscribe to stock of the corporation of any class, whether now or hereafter authorized, but any and all shares of stock, bonds, debentures or other securities or obligations, whether or not convertible into stock or carrying warrants entitling the holders thereof to subscribe to stock, may be issued, sold or disposed of from

time to time by authority of the Board of Directors of the corporation to such persons, firms or corporation and for such consideration, as far as it may be permitted by law, as the Board of Directors shall from time to time determine.

VII.

The address of the registered office of the corporation is 180 West Independence Boulevard, Mount Airy, Surry County, North Carolina, and the registered agent of the corporation at such address is Howard O. Woltz, Jr.

VIII.

The seven (7) individuals whose names and addresses are shown below shall constitute the Board of Directors of the corporation until the next annual meeting of shareholders of the corporation and until their successors shall be elected and qualify:

A. Starling Johnson, Sr.	142 West First Avenue Lexington, N.C.
Allen S. Johnson, Jr.	1234 West Henderson Street Salisbury, N.C.
F. R. Krulish	109 Knollwood Drive Greensboro, N.C.
Richard L. Weeks	126 Beverly Place Greensboro, N.C.
H. O. Woltz, Sr.	Route 4 Greenhill Road Mount Airy, N.C.
Howard O. Woltz, Jr.	Route 4 Greenhill Road Mount Airy, N.C.
John E. Woltz	Route 4 Greenhill Road Mount Airy, N.C.

IX.

The Directors of the corporation shall have authority to adopt, amend or repeal any or all of the bylaws of the corporation, to the full extent permitted by law.

X.

The Board of Directors of the corporation, by resolution adopted by a majority of the Directors in office, may designate

three or more Directors to constitute an Executive Committee, which Committee to the extent provided in such resolution or in the bylaws of the corporation, shall have and may exercise all of the authority of the Board of Directors in the management of the corporation; but the designation of such Committee, and the delegation thereto of authority, shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility of liability imposed upon it or him by law.

XI.

The names and addresses of the incorporators are as follows:

Howard O. Woltz, Jr.	Route 4 Greenhill Road Mount Airy, N.C.
F. R. Krulish	109 Knollwood Drive Greensboro, N.C.
Richard L. Weeks	126 Beverly Place Greensboro, N.C.

XII.

This Restated Charter purports merely to restate but not to change the provisions of the original articles of incorporation as supplemented and amended; and there is no discrepancy, other than as expressly permitted by Section 55-105 of the General Statutes of North Carolina, between the said provisions and the provisions of this Restated Charter.

IN WITNESS WHEREOF, this statement is executed by the President and Secretary of the corporation, this the 30th day of January, 1985.

EXPOSAIC INDUSTRIES, INC.

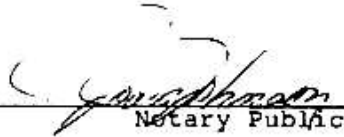
By: Howard O. Woltz, Jr.
President

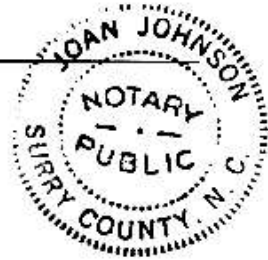
By: Gary D. Kniskern
Secretary

STATE OF NORTH CAROLINA
COUNTY OF SURRY

I, [Signature], a Notary Public, hereby certify that on this 30th day of January, 1985, personally appeared before me Howard O. Woltz, Jr., and Gary D. Kniskern,

each of whom being by me first duly sworn, declared that he signed the foregoing document in the capacity indicated, that he was authorized so to sign, and that the statements therein contained are true.


Notary Public



My Commission Expires:

October 16, 1987

CHANGE OF REGISTERED OFFICE

DOMESTIC CORPORATION

1. The name of the corporation is Exposaic Industries, Inc.
2. The address (including street and number) of the present registered office of the corporation is 180 West Independence Boulevard, Mount Airy, Surry County, North Carolina 27030.
3. The address (including street and number) of the registered office of the corporation, as changed, is 1373 Boggs Drive, Mount Airy, Surry County, North Carolina 27030.
4. The name of the present registered agent of the corporation is Howard O. Woltz, Jr.
5. The address of the registered office of the corporation, as changed, and the business address of the registered agent of the corporation are identical.
6. The change of the registered office of the corporation as above set forth was authorized by resolution duly adopted by its Board of Directors.

IN TESTIMONY WHEREOF, this statement has been signed on behalf of the corporation by its President and Secretary, this 23rd day of February, 1987.

EXPOSAIC INDUSTRIES, INC.

By: Howard O. Woltz, Jr.
President

By: Gary D. Kniskern
Secretary

NORTH CAROLINA)
)
Surry COUNTY)

Howard O. Woltz, Jr., and Gary D. Kniskern, being the President and Secretary, respectively, of the above-named corporation, being duly sworn, each deposes and says:

That he signed the foregoing Change of Registered Office on behalf of said corporation in the representative capacity set forth beneath his signature, that the statements therein are true, and that he was authorized so to sign.

Howard O. Woltz, Jr.
Howard O. Woltz, Jr., President

Gary D. Kniskern
Gary D. Kniskern, Secretary

SWORN TO and subscribed before me, this 23 day of February, 1987.

Ree Edwards
Notary Public

My Commission Expires:

10-11-87

ARTICLES OF AMENDMENT TO THE CHARTER OF
EXPOSAIC INDUSTRIES, INC.

The undersigned corporation hereby executes these Articles of Amendment for the purpose of amending its charter:

1.

The name of the corporation is Exposaic Industries, Inc.

2.

The following amendment to the charter of the corporation was adopted by its shareholders on the 2nd day of February, 1988, in the manner prescribed by law.

The charter of Exposaic Industries, Inc., is amended by adding a new Article XIII, as follows:

XIII.

No person who is serving or who has served as Director of the corporation shall be personally liable in any action for monetary damages for breach of his duty as a Director, whether such action is brought by or in the right of the corporation or otherwise. Nothing herein shall be deemed to limit or eliminate the liability of any Director with respect to (1) acts or omissions not made in good faith that the Director at the time of such breach knew or believed were in conflict with the best interests of the corporation; (2) any liability under Section 55-32 of the North Carolina Business Corporation Act ("NCBCA"); (3) any transaction from which the Director derived an improper personal benefit; or (4) acts or omissions occurring prior to the effective date of the amendment adding this Article to the charter of the corporation. If the NCBCA is amended after approval by the shareholders of this Article to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the corporation shall be eliminated or limited to the fullest extent permitted by the NCBCA as so amended. Any repeal or modification of this Article by the shareholders of the corporation shall not adversely affect any right or protection of a Director of the corporation existing at the time of such repeal or modification.

3.

The number of shares of the corporation outstanding at the time of such adoption was 2,553,960 and the number of shares entitled to vote thereon was 2,553,960.

4.

All shares of the corporation outstanding and entitled to vote at the time of the adoption of the amendment were shares of Common Stock (No Par Value). No shares of No Par Preferred Stock have been issued.

5.

The number of shares voting for such amendment was 2,187,489. The number of shares voting against the amendment was 50,989.

6.

The amendment herein effected does not give rise to dissenters' rights to payment for the reason that the amendment does not change the corporation to a nonprofit corporation or cooperative organization, nor does it prejudicially create prior rights in any class of issued shares.

IN WITNESS WHEREOF, these Articles of Amendment are signed by the President and the Secretary of the corporation, on this the 2nd day of February, 1988.

EXPOSAIC INDUSTRIES, INC.

By: Howard Olesky
President

By: Gary Knicker
Secretary

STATE OF NORTH CAROLINA)
)
COUNTY OF SURRY)

I, Ree Edwards, a Notary Public,
hereby certify that on this 2nd day of February, 1988, personally
appeared before me Howard O. Woltz, Jr., and Gary D. Kniskern, each
of whom being by me first duly sworn, declared that he signed the
foregoing document in the capacity indicated, that he was autho-
rized so to sign, and that the statements therein contained are
true.

Ree Edwards
Notary Public

My Commission Expires:

10-11-92

RECORDED
FILED
MAY 10 1988
STATE OF MISSISSIPPI
MEMPHIS

ARTICLES OF AMENDMENT TO THE CHARTER OF
EXPOSAIC INDUSTRIES, INC.

The undersigned corporation hereby executes these Articles of Amendment for the purpose of amending its charter:

1.

The name of the corporation is Exposaic Industries, Inc.

2.

The following amendment to the charter of the corporation was adopted by its shareholders on the 3rd day of May, 1988, in the manner prescribed by law:

The charter of Exposaic Industries, Inc., is amended by deleting Article I and replacing it with a new Article I, as follows:

ARTICLE I.

The name of the corporation is INSTEEL INDUSTRIES, INC.

3.

The number of shares of the corporation outstanding at the time of such adoption was 2,838,066 and the number of shares entitled to vote thereon was 2,580,060. The difference in the number of shares reflects the payment of a ten percent (10%) stock dividend that occurred after the record date for the meeting at which the vote was taken.

4.

All shares of the corporation outstanding and entitled to vote at the time of the adoption of the amendment were shares of Common Stock (No Par Value).

5.

The number of shares voting for such amendment was 1,586,002. The number of shares voting against the amendment was 3,916.

6.

The amendment herein effected does not give rise to dissenters' rights to payment for the reason that the amendment does not change the corporation to a nonprofit corporation or cooperative organization, nor does it prejudicially create prior rights in any class of issued shares.

IN WITNESS WHEREOF, these Articles of Amendment are signed by the President and the Secretary of the corporation, on this the 3rd day of May, 1988.

EXPOSAIC INDUSTRIES, INC.

By: *Howard C. C. C. C.*
President

By: *Gary K. K. K.*
Secretary

STATE OF NORTH CAROLINA)
)
COUNTY OF SURRY)

I, Ree Edwards, a Notary Public, hereby certify that on this 3rd day of May, 1988, personally appeared before me Howard O. Woltz, Jr., and Gary D. Kniskern, each of whom being by me first duly sworn, declared that he signed the foregoing document in the capacity indicated, that he was authorized so to sign, and that the statements therein contained are true.

Ree Edwards
Notary Public

My Commission Expires:

10-11-92