

Filing Fee: \$50.00

**ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS
INTO**

.....City Metal Co., Inc.

Pursuant to the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The following Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by said Chapter 7-1.1:

(Insert Plan of Merger)

See Exhibit A attached hereto.

REC'D & FILED DEC 26 1991
HMT # 29 71847

SECOND: As to each of the undersigned corporations, (except one whose shareholders are not required to approve the agreement under § 7-1.1-67, in which event that fact shall be set forth), the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

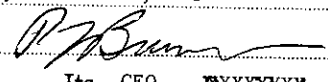
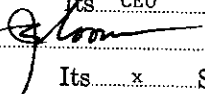
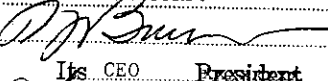
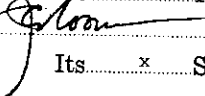
Name of Corporation	Number of Shares Outstanding	Entitled to Vote as a Class	
		Designation of Class	Number of Shares
City Metal Co., Inc.	300	not applicable	
R.I. REDUCTION CORP.	200		

THIRD: As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

Name of Corporation	Total Voted For	Total Voted Against	Number of Shares		
			Entitled to Vote as a Class		
			Class	Voted For	Voted Against
City Metal Co., Inc.	300	0	not applicable		
R.I. REDUCTION CORP.	200	0			

FOURTH: Time merger to become effective (§ 7-1.1-69): December 31, 1991

Dated December 26, 1991

City Metal Co., Inc.
 By 
 Its CEO ~~President~~
 and 
 Its x Secretary
 R.I. REDUCTION CORP.
 By 
 Its CEO ~~President~~
 and 
 Its x Secretary

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, made and entered into as of the 16 day of December, 1991, by and among City Metal Co., Inc., a Rhode Island corporation ("City Metal") and R.I. REDUCTION CORP., a Rhode Island corporation ("Reduction").

WHEREAS, each of City Metal and Reduction are wholly-owned subsidiaries of Magnum Diversified Industries, Inc.;

WHEREAS, each of the parties hereto deems it advisable and generally to the welfare of said corporations and their respective shareholders that Reduction merge into City Metal;

WHEREAS, Reduction has an authorized capital of 600 shares of common stock, without par value, of which 200 shares are now issued and outstanding;

WHEREAS, City Metal has an authorized capital of 600 shares of common stock, without par value, of which 300 shares are now issued and outstanding;

WHEREAS, the registered office of Reduction in the State of Rhode Island is located at 1500 Fleet Center, Providence, Rhode Island 02903;

WHEREAS, the registered office of City Metal in the State of Rhode Island is located at 1500 Fleet Center, Providence, Rhode Island 02903;

NOW, THEREFORE, the parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, agree as follows:

1. That Reduction shall be merged into City Metal (the "Surviving Corporation") pursuant to Section 7-1.1-65 of the Rhode Island General Laws and pursuant to the reorganization provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, respectively.

2. That City Metal shall be the Surviving Corporation, which shall be governed by the laws of the State of Rhode Island.

3. The Articles of Incorporation of City Metal, as in effect on the effective date of the aforementioned merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.

4. The manner of converting the outstanding common shares of the capital stock of the Corporation into the shares of the Surviving Corporation shall be as follows:

(i) each share of Reduction's common stock shall be converted into one (1) share of the Surviving Corporation's common stock, without par value, and

5. Until altered, amended or repealed, the Bylaws of City Metal, as in effect on the effective date of the aforementioned merger, shall be the Bylaws of the Surviving Corporation.


6. The officers and directors of the Surviving Corporation, as of the effective date of the aforementioned merger shall be the officers and directors of City Metal.

7. The Surviving Corporation shall pay all of the expenses incurred by the parties hereto for the purpose of consummating the transactions contemplated hereby.


8. The aforementioned merger shall be effective as of December 31, 1991 and upon the issuance of a Certificate of Merger by the Secretary of State of Rhode Island.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed by their respective duly authorized officers as of the date first written above.

City Metal Co., Inc., a Rhode
Island corporation

By 
Peter J. Bruno, Chief Executive
Officer

R.I. REDUCTION CORP., a Rhode
Island corporation

By 
Peter J. Bruno, Chief Executive
Officer

STATE OF RHODE ISLAND

COUNTY OF

} SC. *See below*

At in said County on the day of
December 1991, before me personally appeared
Peter J. Bruno, who being by me first duly sworn, declared that he is
the Chief Executive Officer of City Metal Co., Inc.,
that he signed the foregoing document as such Chief Executive Officer of the
corporation, and that the statements therein contained are true.

Notary Public

(NOTARIAL SEAL)

STATE OF RHODE ISLAND

COUNTY OF

} SC.

At *Cranston, R.I.* in said county on the *20th* day of
December 1991, before me personally appeared
Peter J. Bruno, who being by me first duly sworn, declared that he is
the Chief Executive Officer of R.I. REDUCTION CORP., and City Metal Co., Inc
that he signed the foregoing document as such Chief Executive Officer of the
corporation and that the statements therein contained are true.

Susan Dilice
Notary Public

(NOTARIAL SEAL)



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration
DIVISION OF TAXATION
One Capitol Hill
Providence, RI 02908-5800

FAX (401) 277-6006

December 23, 1991

TO WHOM IT MAY CONCERN:

Re: RHODE ISLAND REDUCTION CORP.

It appears from our records that the abovenamed corporation has filed all of the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the abovenamed corporation for the purpose of :

A MERGER - CORPORATION IS THE NONSURVIVOR

Very truly yours,

R. Gary Clark
Tax Administrator

Ernest A. DeAngelis
Chief Revenue Agent
Corporations