Filing fee: $~~20.00~~ 5.00

ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS
INTO

CRYSTAL STEEL CORPORATION

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)

FORM 17A 1M 1.70

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	Entitled to Vote as a Class: Number of Shares
CRYSTAL STEEL CORPORATION	8,000	N/A	
AUTOMATIC METAL BLANKING Inc.	8,000	N/A	

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	Number of Shares: Total Voted For	Total Voted Against	Entitled to Vote as a Class: Class	Voted For	Voted Against
CRYSTAL STEEL CORPORATION	8,000	None		N/A	
AUTOMATIC METAL BLANKING Inc.	8,000	None		N/A	

FOURTH: Time merger to become effective (§ 7-1.1-69):

August 31, 1979 - 12:00 p.m.

Dated August 29, 1979

CRYSTAL STEEL CORPORATION

By [signature]
Its President

and [signature]
Its Secretary

By [signature]
Its President

and [signature]
Its Secretary

STATE OF RHODE ISLAND } Sc.
COUNTY OF Kent

At West Warwick in said County on the 29th day of August 1979, before me personally appeared John J. DiCenzo, who being by me first duly sworn, declared that he is the President of Crystal Steel Corporation, that he signed the foregoing document as such President of the corporation, and that the statements therein contained are true.

Joachim A. Weissfeld
Notary Public

(NOTARIAL SEAL)

My Commission Expires
June 30, 1981

STATE OF RHODE ISAND } Sc.
COUNTY OF Kent

At West Warwick in said county on the 29th day of August 1979, before me personally appeared Kenneth L. Kuhr, who being by me first duly sworn, declared that he is the President of Automatic Metal Blanking Inc, that he signed the foregoing document as such President of the corporation, and that the statements therein contained are true.

Joachim A. Weissfeld
Notary Public

(NOTARIAL SEAL)

My Commission Expires
June 30, 1981

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PLAN AND AGREEMENT OF MERGER

This is a Plan and Agreement of Merger by and between CRYSTAL STEEL CORPORATION (Crystal), a Rhode Island corporation (hereinafter sometimes referred to as "surviving corporation"), and AUTOMATIC METAL BLANKING Inc. (Automatic) hereinafter sometimes referred to as "merging corporation"), which corporations are sometimes hereinafter collectively referred to as "Constituent Corporations",

W I T N E S S E T H:

WHEREAS, CRYSTAL STEEL CORPORATION is a duly organized and validly existing corporation in good standing under the laws of the State of Rhode Island and AUTOMATIC METAL BLANKING Inc. is a duly organized and validly existing corporation in good standing under the laws of the State of Rhode Island; and

WHEREAS, the authorized capitalization of CRYSTAL consists of 8,000 shares of common stock, $1.00 par value, of which 8,000 shares are issued and outstanding and are legally and beneficially owned by AMTROL Inc.; and

WHEREAS, the authorized capitalization of AUTOMATIC consists of 8,000 shares of common stock, $1.00 par value of which 8,000 shares are issued and outstanding and are legally and beneficially owned by AMTROL Inc.; and

WHEREAS, the Board of Directors of the Constituent Corporations deem it advisable and generally to the advantage and welfare of the Constituent Corporations and their respective shareholders that the Constituent Corporations merge into a single corporation pursuant to this Agreement, and the Constituent Corporations respectively desire to merge pursuant to this Agreement and pursuant to the applicable provisions of the laws of the State of Rhode Island;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, it is agreed by and between the parties hereto as follows:

ARTICLE I

Merger

At the effective time of the merger as hereinafter provided, the surviving corporation and the merging corporation shall be merged as follows:

(a) CRYSTAL, a Rhode Island corporation, shall be the sole surviving corporation. It shall continue to exist under the laws of the State of Rhode Island and its Articles of Incorporation, By-Laws, officers, directors, powers, immunities, rights, licenses and franchises shall remain unchanged as a result of the merger. The separate corporate existence of the merging corporation shall cease.

(b) Since the shareholder of the surviving corporation owns all the outstanding stock of the merging corporation in the same proportions, there shall be no issuance, or exchange, of stock in the surviving corporation for the stock of the merging corporation. All authorized and outstanding common shares of the merging corporation, and all rights in respect thereof, shall be cancelled at the effective time of the merger, and the certificates representing such shares shall be surrendered and cancelled.

(c) The surviving corporation shall possess all the rights, privileges, immunities and franchises, as well of a public as of a private nature, of the merging corporation, and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to share, and all other choses in action and all and every other interest of or belonging to or due to the merging corporation shall be taken and deemed to be transferred to and vested in the surviving corporation without further act or deed, and the title to any real estate or any interest therein vested in such merging corporation shall not revert or be in any way impaired by reason of such merger.

(d) The surviving corporation shall henceforth be responsible and liable for all the liabilities and obligations of the merging corporation, and any claim existing or action or proceeding pending by or against the merging corporation may be prosecuted as if such merger had not taken place, or the surviving corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of the merging corporation shall be impaired by such merger.

(e) If at any time after the effective time of the merger the surviving corporation shall consider, or be advised, that any further assignments or assurances in law or any other things are necessary or desirable to vest, perfect or confirm, on record or otherwise, in the surviving corporation, the title to any property or rights of the merging corporation acquired or to be acquired by reason of, or as a result of the merger, the merging corporation and its proper officers and directors shall and will execute and deliver all such proper deeds, assignments and assurances in law and do all things necessary or proper to vest, perfect or confirm title to such property or rights in the surviving corporation and otherwise carry out the purposes of this Agreement; and the proper officers and directors of the merging corporation and the proper officers of the surviving corporation are fully authorized in the name of the merging corporation or otherwise to take any and all such action.

(f) Without limiting the foregoing, such merger shall have the effect set forth in Section 7-1.1-69 of the 1956 General Laws of Rhode Island, as amended.

ARTICLE II

Approval of Shareholders

This Agreement shall be submitted to the shareholder of each of the Constituent Corporations at meetings duly held, or for action by consent in lieu of a meeting as authorized by law, for their approval of this Agreement by the requisite vote or consent as required by the laws of the State of Rhode Island.

ARTICLE III

Effective Date

The merger shall be effective at 12:00 p.m. August 31, 1979.

ARTICLE VI

Counterparts

For the convenience of the parties and to facilitate the filing and recording of this Agreement, any number of counterparts may be executed, and each such executed counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, the parties hereto have hereunto caused this Plan and Agreement of Merger to be executed by their respective officers thereunto duly authorized as of the day of August, 1979.

Attest:

Joachim A. Weissfeld
Secretary

CRYSTAL STEEL CORPORATION

By
John J. Diamont
President

Attest:

Edmund C. Bennett II
Secretary

AUTOMATIC METAL BLANKING Inc.

By
Kenneth L. Kirk
President