

Filing fee: \$20.00

**ARTICLES OF MERGER
OF DOMESTIC AND FOREIGN CORPORATIONS
INTO**

FRY'S METALS INC.

Pursuant to the provisions of Section 7-1.1-70 of the General Laws, 1956, as amended, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
FEDERAL HEWITT WEST CORPORATION	Rhode Island
FRY'S METALS INC.	Delaware

SECOND: The laws of the State under which such foreign corporation is organized permit such merger.

THIRD: The name of the surviving corporation is FRY'S METALS INC.

and it is to be governed by the laws of the State of Delaware

FOURTH: The following Plan of Merger was approved by the shareholders of the undersigned domestic corporation in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the State under which it is organized:

(Insert Plan of Merger)

See Exhibit A attached hereto and made a part hereof

FIFTH: As to each of the undersigned corporations, 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:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
FEDERAL HEWITT WEST CORPORATION	100	n/a	
FRY'S METALS INC.	125	n/a	

SIXTH: 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:

<u>Name of Corporation</u>	<u>Number of Shares</u>				
	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
FEDERAL HEWITT WEST CORPORATION	100	-0-	n/a		
FRY'S METALS INC.	125	-0-	n/a		

SEVENTH: If the surviving corporation is to be governed by the laws of any other state, such surviving corporation hereby: (a) agrees that it may be served with process in the State of Rhode Island in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation; (b) irrevocably appoints the Secretary of State of Rhode Island as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, with respect to the rights of dissenting shareholders.

Dated December 19, 19 85

FRY'S METALS INC.

By —

[Signature] Its ~~Vice~~ President

and

[Signature] Its Asst. Secretary

FEDERAL HEWITT WEST CORPORATION

By —

[Signature] Its President

and

[Signature] Its Asst. Secretary

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

} Sc.

At Providence
of December
David Stebbing

in said County on the 19 day
1985, before me personally appeared

is the ~~Vice~~ President

of FRY'S METALS INC.

that he signed the foregoing document as such ~~Vice~~ President of the
corporation, and that the statements therein contained are true.

[Signature]
Notary Public

(NOTARIAL SEAL)

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

} Sc.

At PROVIDENCE
of December
David Stebbing

in said County on the 19 day
1985, before me personally appeared

is the President

of FEDERAL HEWITT WEST CORPORATION

that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

[Signature]
Notary Public

(NOTARIAL SEAL)

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Exhibit A

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (hereinafter "Plan" of Merger"), entered into as of the 16th day of December, 1985, by and between FEDERAL HEWITT WEST CORPORATION, a Rhode Island corporation (hereinafter "Absorbed"), and FRY'S METALS INC., a Delaware corporation (hereinafter "Survivor").

W I T N E S S E T H:

WHEREAS, Survivor and Absorbed deem it advisable and generally in the best interest of each of said corporations and their respective stockholders that Absorbed merge into Survivor, as authorized by the provisions of Title 7, Chapter 1.1 of the General Laws of Rhode Island (1956), as amended (hereinafter "Rhode Island Law"), and the provisions of Title 8, Chapter 1, Subchapter IX, of the General Corporation Law of the State of Delaware (hereinafter "Delaware" Law"), pursuant to the conditions hereinafter set forth; and

WHEREAS, Survivor, by its Certificate of Incorporation which was filed in the office of the Secretary of State of the State of Delaware on August 3, 1979, has an authorized capital stock consisting of One Hundred Twenty-five (125) shares Common Stock, \$10.00 par value, of which One Hundred Twenty-five (125) shares are issued and outstanding; and

WHEREAS, Absorbed, by its Articles of Incorporation which were filed in the office of the Secretary of State of Rhode Island on July 26, 1985, has an authorized capital stock consisting of One Hundred (100) shares of Common Stock, no par value, of which One Hundred (100) shares are issued and outstanding; and

WHEREAS, the principal office of Absorbed is located in Providence, Rhode Island, and the principal office of Survivor is located in Altoona, Pennsylvania.

NOW, THEREFORE, Survivor and Absorbed by and between their respective stockholders, in consideration of the mutual covenants, agreements and provisions hereinafter contained, hereby agree that Absorbed shall merge itself into Survivor, pursuant to Rhode Island Law and Delaware Law, in accordance with the following terms and conditions:

FIRST: Absorbed hereby merges itself into Survivor, such that Survivor shall be the surviving corporation.

SECOND: The Certificate of Incorporation of Survivor shall be the Certificate of Incorporation of the surviving corporation, with no changes.

THIRD: The manner of converting the outstanding shares of the capital stock of the constituent corporations into the shares of the surviving corporation shall be as follows:

Forthwith upon filing and recording of this Plan of Merger as required by Rhode Island Law and Delaware Law, each issued and outstanding share of capital stock of Absorbed shall be retired:

One Hundred (100) shares of common stock, no par value per share; and

Forthwith upon filing and recording of this Plan of Merger as required by Rhode Island Law and Delaware Law, each issued and outstanding share of capital stock of Survivor shall remain issued and outstanding;

One Hundred Twenty-Five (125) shares of common stock, \$10.00 par value per share.

FOURTH: The terms and conditions of the merger provided for herein are as follows:

A. Until altered, amended or repealed, as therein provided, the Bylaws of Survivor, as in effect at the date of the execution of this Plan of Merger, shall be the Bylaws of the surviving corporation.

B. The first annual meeting of the stockholders of Survivor held after the date when this Plan of Merger becomes effective shall be at the annual meeting provided by the Bylaws thereof for the year 1986.

C. The officers of the Survivor shall be the officers of Survivor presently in office.

D. The Survivor shall pay all expenses of carrying this Plan of Merger into effect and of accomplishing the merger.

E. This Plan of Merger shall become effective upon the filing of all necessary documents in accordance with both Rhode Island Law and Delaware Law, at which time the separate existence of Absorbed shall cease, and Absorbed shall be merged into Survivor, in accordance with the provisions of

this Plan of Merger, whereupon Survivor shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature and be subject to all the restrictions, disabilities and duties of Absorbed; and all property, real, personal and mixed, and all debts due to Absorbed on whatever account, and all other things in action or belonging to Absorbed, shall be vested in Survivor; and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of Survivor as it was of Absorbed; and the title to any real estate, vested by deed or otherwise, in Absorbed, shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of any of Absorbed, shall be preserved unimpaired, and all debts, liabilities and duties of Absorbed shall thenceforth attach to Survivor and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it, and provided further that the liabilities of Absorbed or of its shareholders or officers shall not be affected, nor shall the rights of the creditors thereof, or any persons dealing with Absorbed be impaired by such merger and any claim, action or proceeding pending by or against Absorbed may be prosecuted to judgment as if such merger had not taken place, or Survivor may be substituted in its place.

FIFTH: If at any time Survivor shall consider or be advised that any further assignments or assurances in law or other things are necessary or desirable to vest or to perfect or to confirm, or record or otherwise, in Survivor, the title to any property of Absorbed, acquired or to be acquired by reason of or as a result of the merger provided for in this Plan of Merger, the proper officers of Absorbed and the proper officers of Survivor are fully authorized to execute and deliver any and all proper deeds, assignments and assurances in law or otherwise, and to do all things necessary and proper in the name of Absorbed, so to vest, perfect or confirm title to such property in Survivor, and otherwise carry out the purposes of this Plan of Merger.

SIXTH: Survivor reserves the right to amend, alter, change or repeal any provision of the Certificate of Incorporation, in the manner now or hereafter prescribed by Delaware, and all rights conferred upon stockholders herein are granted subject to this reservation.

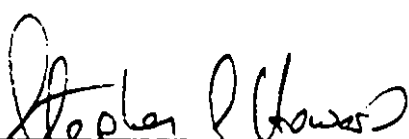
SEVENTH: This Plan of Merger shall be submitted separately to the stockholders of Survivor and Absorbed, in the manner provided by Rhode Island Law and by Delaware Law. In the event that this Plan of Merger shall be adopted and approved by such stockholders in the manner provided by Rhode Island Law and Delaware Law, the Plan of Merger shall be

certified, signed, acknowledged, filed and recorded in accordance with the provisions of Rhode Island Law and Delaware Law.

IN WITNESS WHEREOF, Survivor and Absorbed, pursuant to resolutions adopted by the unanimous written consent of the Board of Directors and the stockholders of each corporation, have caused these presents to be executed and acknowledged by their respective Chairmen and their respective Assistant Secretaries duly authorized as of the day and year first above written.

Attest:

FRY'S METALS INC.
a Delaware corporation


Stephen L. Howard,
Asst. Secretary

By: _____
Richard M. Oster,
Chairman

Attest:

FEDERAL HEWITT WEST CORPORATION
a Rhode Island corporation


Stephen L. Howard,
Asst. Secretary

By: _____
Richard M. Oster,
Chairman

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In the City of Providence, in said County, on this 19 day of December, 1985, there personally appeared before me Richard M. Oster, Chairman of FRY'S METALS INC., a corporation existing under the laws of the State of Delaware, and one of the corporations described in and which executed the foregoing Plan of Merger, known to me personally to be such, and he, as such President, duly executed said Plan of Merger and acknowledged said Plan of Merger to be his free act and deed and the free act, deed and agreement of said corporation.




Notary Public

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In the City of Providence, in said County, on this 19 day of December, 1985, there personally appeared before me

Richard M. Oster, Chairman of FEDERAL HEWITT WEST CORPORATION, a corporation existing under the laws of the State of Rhode Island, and one of the corporations described in and which executed the foregoing Plan of Merger, known to me personally to be such, and he, as such President, duly executed said Plan of Merger before me and acknowledged said Plan of Merger to be his free act and deed and the free act, deed and agreement of said corporation.

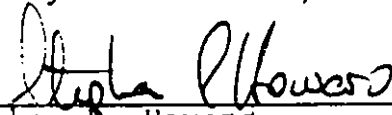

Notary Public

STATE OF RHODE ISLAND
PROVIDENCE, Sc.

I, Stephen L. Howard, Assistant Secretary of FRY's METALS INC., a corporation duly organized and existing under the laws of the State of Delaware, do hereby certify under the seal of said corporation that the foregoing Plan of Merger was duly adopted pursuant to Rhode Island Law by unanimous written consent of the Board of Directors and the stockholders dated ~~December 16~~, 1985.

~~November 12~~


IN WITNESS WHEREOF, I have hereunto set my hand and the seal of Survivor, this 19 day of December, 1985.


Stephen L. Howard,
Assistant Secretary

STATE OF RHODE ISLAND
PROVIDENCE, Sc.

I, Stephen L. Howard, Assistant Secretary of FEDERAL HEWITT WEST CORPORATION, a corporation duly organized and existing under and by virtue of the laws of the State of Rhode Island, do hereby certify under the seal of said corporation that the foregoing Plan of Merger was duly adopted pursuant to Rhode Island Law by unanimous written consent of the Board of Directors and the sole stockholder dated December 16, 1985.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of Absorbed, this 19 day of December, 1985.


Stephen L. Howard,
Assistant Secretary