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Filing fee: \$20.00

ARTICLES OF MERGER  
OF DOMESTIC <sup>3</sup> ~~SUBSIDIARY~~ CORPORATION  
INTO  
FRY'S METALS, INC.

Pursuant to the provisions of Section 7-1.1-68.1 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Merger for the purpose of merging the subsidiary corporation into itself:

FIRST: The following Plan of Merger was approved by the directors of the undersigned corporation in the manner prescribed by said Section 7-1.1-68.1:

(Insert Plan of Merger)



SECOND: As to the subsidiary corporation, the number of shares outstanding, and the designation and number of outstanding shares of each class and the number of shares of each class owned by the surviving corporation are as follows:

<u>Number of shares outstanding</u>	<u>Number of shares owned by surviving corporation</u>	<u>Designation of class</u>	<u>Number of shares</u>	<u>Number of shares owned by surviving corporation</u>
100 shares of common stock without par value	100 shares of common stock without par value	common stock without par value	100 shares of common stock without par value	100 shares of common stock without par value

THIRD: A copy of the plan of merger was mailed to the shareholders of the subsidiary corporation on March , 1983

FOURTH: Time merger to become effective (§7-1.1-69): March 31, 1983

Dated March , 1983. NEW METALS INDUSTRIES, INC.

By Richard M. Oster  
 Its President  
 and John F. Conner  
 Its Secretary

STATE OF RHODE ISLAND }  
 COUNTY OF PROVIDENCE } SC.

At Providence in said county on the 23 day of March 19 83, before me personally appeared Richard M. Oster, who being by me first duly sworn, declared that he is the President of NEW METALS INDUSTRIES, INC., that he signed the foregoing document as such President of the corporation, and that the statements therein contained are true.

Stephen L. Howard  
 Notary Public  
 Stephen L. Howard

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## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, entered into as of the 31st day of March, A.D. 1983, by and between:

NEW METALS INDUSTRIES, INC., 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, the two corporations deem it advisable and generally to the welfare 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, Subchapter IX of the Delaware Corporation Law (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, and recorded in the office of the Recorder of Deeds for the County of New Castle, State of Delaware, on August 3, 1979, has an authorized capital stock consisting of One Hundred (100) shares of Common Stock with a par value of \$10 each, of which One Hundred (100) 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 October 19, 1981, as amended October 23, 1981, has an authorized capital stock consisting of Two Thousand (2000) shares of Common Stock without a par value, of which One Hundred (100) shares of such Common Stock are issued and outstanding; and

WHEREAS, Survivor is the owner of all of the issued and outstanding capital stock of Absorbed; and

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

NOW, THEREFORE, said corporations by and among their respective Board of Directors, 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 Agreement and Plan of Merger as required by Rhode Island Law and Delaware Law, the following shares of the issued and outstanding capital stock of Absorbed shall be forthwith retired and cancelled:

100 Shares of Common Stock without par value each;

and forthwith upon the filing and recording of this Agreement and Plan of Merger as required by Rhode Island Law and Delaware Law, the following shares of the issued and outstanding capital stock of Survivor shall remain issued and outstanding:

100 Shares of Common stock with \$10 par value each.

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 Agreement and Plan of Merger, shall be the Bylaws of the surviving corporation.

B. The first annual meeting of the Stockholder of the surviving corporation held after the date when this Agreement and Plan of Merger becomes effective shall be at the annual meeting provided by the Bylaws thereof for the year 1983.

C. The officers of the surviving corporation shall be a President, Vice President, Treasurer, Secretary, Assistant Secretary, Assistant Treasurer and such other officers as from time to time may be elected, and the names and places of residences of the officers of the surviving corporation, who shall hold such offices from and after the date when this Agreement and Plan of Merger shall become effective and until the next annual meeting of the Stockholder to be held thereafter, are those for the officers of Survivor presently in office.

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

E. This Agreement and Plan of Merger shall become effective as of the 31st day of March, 1983, the date on which this Agreement and Plan of Merger shall be filed in

accordance with both Rhode Island Law and Delaware Law, as of which time the separate existence of Absorbed shall cease, and the constituent corporation shall be merged into Survivor, in accordance with the provisions of this Agreement and Plan of Merger, which corporation 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 each of the corporations, parties to this Agreement and Plan of Merger; and all property, real, personal and mixed, and all debts due to each of said corporations on whatever account, and all other things in action or belonging to each of said corporations, shall be vested in the surviving corporation; and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the surviving corporation as they were of the respective constituent corporations; and the title to any real estate, vested by deed or otherwise, in either of said corporations, parties hereto, 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 said corporations, parties hereto, shall be preserved unimpaired, and all debts, liabilities and duties of Absorbed shall thenceforth attach to the surviving corporation 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 the constituent corporations or of their shareholders or officers shall not be affected, nor shall the rights of the creditors thereof, or any persons dealing with such corporations be impaired by such merger and any claim, action or proceeding pending by or against either of the said constituent corporations may be prosecuted to judgment as if such merger had not taken place, or the said surviving corporation may be substituted in its place.

FIFTH: If at any time the surviving corporation 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 the surviving corporation, 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 Agreement and Plan of Merger, the proper officers of the said corporations and the proper officers of the surviving corporation 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 the surviving corporation, and otherwise carry out the purposes of this Agreement and Plan of Merger.

SIXTH: The surviving corporation reserves the right to amend, alter, change or repeal any provision of the

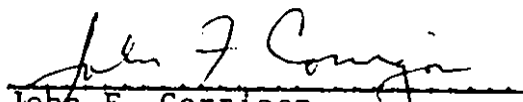
Certificate of Incorporation, in the manner now or hereafter prescribed by Delaware Law, and all rights conferred upon stockholders herein are granted subject to this reservation.


SEVENTH: This Agreement and Plan of Merger shall be submitted separately to the Stockholders of the respective corporations, parties hereto, in the manner provided by Rhode Island Law and by Delaware Law. In the event that this Agreement and Plan of Merger shall be adopted and approved by the Board of Directors in the manner provided by Rhode Island Law and Delaware Law, the Agreement and 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 unanimously adopted by their respective Board of Directors at separate meetings thereof duly called, convened and held for that purpose, have caused their respective corporate seals to be hereunto affixed and these presents to be signed and acknowledged by their respective Presidents and Assistant Secretaries duly authorized as of the day and year first above written.

Attest:

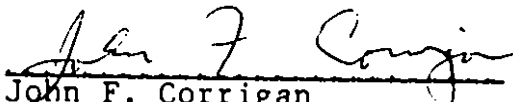
FRY'S METALS INC.


  
John F. Corrigan  
Assistant Secretary

By:   
Richard M. Oster  
President

Attest:


NEW METALS INDUSTRIES, INC.

  
John F. Corrigan  
Secretary

By:   
Richard M. Oster  
President

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

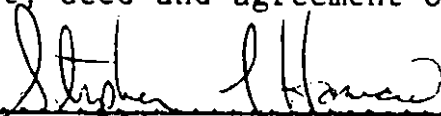
In the City of Providence, in said County, <sup>on</sup>~~on~~ this 31 day of March, A.D. 1983, there personally appeared before me Richard M. Oster, President of FRY'S METALS INC., a corporation existing under the laws of the State of Delaware, and one of the corporations described in and which executed the foregoing Agreement and Plan of Merger, known to me personally to be such, and he, as such President, duly executed said Agreement and Plan of Merger and acknowledged said Agreement and 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

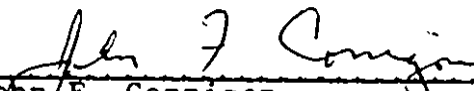
In the City of Providence, in said County, <sup>on</sup> this 31 day of March, A.D. 1983, there personally appeared before me Richard M. Oster, President of NEW METALS INDUSTRIES, INC., a corporation existing under the laws of the State of Rhode Island, and one of the corporations described in and which executed the foregoing Agreement and Plan of Merger, known to me personally to be such, and he, as such President, duly executed said Agreement and Plan of Merger before me and acknowledged said Agreement and Plan of Merger to be his free act and deed and the free act, deed and agreement of said corporation.

  
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Notary Public

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

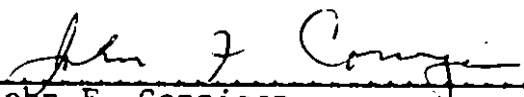
I, JOHN F. CORRIGAN, Assistant Secretary of FRY'S METALS INC., a corporation duly organized and existing under the laws of the State of Delaware, do hereby certify under the seal of said corporation that the foregoing Agreement and Plan of Merger was duly adopted pursuant to Rhode Island Law by unanimous written consent of the Board of Directors dated and made effective as of the 31st day of March, 1983.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the said FRY'S METALS INC., this 31 day of March, A.D. 1983.

  
\_\_\_\_\_  
John F. Corrigan  
Assistant Secretary

I, JOHN F. CORRIGAN, Secretary of NEW METALS INDUSTRIES, INC., 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 Agreement and Plan of Merger was duly adopted pursuant to Delaware Law by unanimous written consent of the Board of Directors dated and made effective as of the 31st day of March, 1983.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the said NEW METALS INDUSTRIES, INC., this 31 day of March, A.D. 1983.

  
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John F. Corrigan  
Assistant Secretary



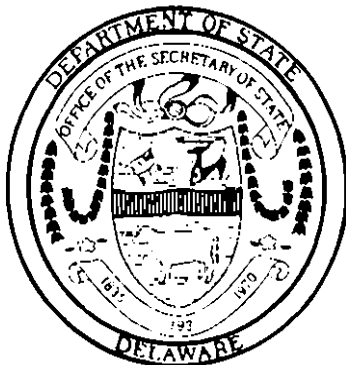
# State of DELAWARE



## Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,  
do hereby certify that FRY'S METALS INC. .....

.....  
is duly incorporated under the laws of the State of Delaware and is in  
good standing and has a legal corporate existence so far as the  
records of this office show, as of the date below shown.



Handwritten signature of Glenn C. Kenton.

Glenn C. Kenton, Secretary of State

BY: M. Tox

DATE: March 22, 1983