

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

**APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF
FRY'S METALS INC.**

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

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

SECOND: The name which it elects to use in Rhode Island is FRY'S METALS INC.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island.)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is August 3, 1979 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 306 South State Street, Dover, Delaware

SIXTH: The address of its proposed registered office in Rhode Island is 101 Dyer Street, Providence and the name of its proposed registered agent in Rhode Island at that address is United States Corporation Company

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are operations related to the manufacture and marketing of solder and related products.

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
R. M. Oster	Director	50 Sims Ave., Providence R.I.
S. A. Oster	Director	50 Sims Ave., Providence R.I.
B. B. Carey	Director	London Ex 2V 7AT 14 Gresham St.
A. F. Barnes	Director	14 Gresham St., London Ex 2V 7AT
C. F. Cunningham	Director	14 Gresham St., London Ex 2V 7AT
R. M. Oster	President	50 Sims Ave., Providence R.I.
L. E. Cunningham	Vice President	14 Gresham St., London Ex 2V 7AT
B. Pollock	Secretary	Adler, Pollock & Sheehan, One Hospital
D. Dinsmore	Treasurer	50 Sims Ave., Providence R.I. Trust Plaza, Providence R.I. 02903
A. Davey	Vice President	50 Sims Ave., Providence R.I.
M.J.G. Henderson	Vice President	14 Gresham St., London Ex 2V 7AT
J. Maynard	Ass't Secretary	One State Street Plaza, N.Y., N.Y.

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
100	Common	-	\$10.00

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
100	Common	-	\$10.00

ELEVENTH: The amount of its stated capital as defined by §7-1.1-2 of the General Laws, 1956, as amended, is \$ 1000.

TWELFTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 4,000,000.

THIRTEENTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 50,000.

FOURTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 40,000,000.

FIFTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 200,000.

SIXTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated September 20, 1979

FRY'S METALS INC.
[Exact Corporate Name of Corporation Making Application]

By *M. J. G. Henderson*
Its Vice President
and *James Maynard*
Its Asst. Secretary

STATE OF *New York* }
COUNTY OF *New York* } Sc.

At *1230 Ave. of the Americas, New York City* in said County on the *20th* day of *September* 1979, before me personally appeared *M. J. G. Henderson*, who being by me first duly sworn, declared that he 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.

Roger McDaniel
Notary Public

(NOTARIAL SEAL)

ROGER McDANIEL
Notary Public, State of New York
No. 31-4694968
Certificate Filed in New York County
Commission Expires March 30, 1981

OCT 15 1979

Just



October 12, 1979

Secretary of State
Corporate Division
Attention Mr. Anthony Florio
218 State House
Providence, Rhode Island

Gentlemen: Re Return of Name - Fry's Metals Inc.

We hereby acknowledge that with due and proper consideration, the A. J. Oster Company of Providence, Rhode Island, releases all right, title and interest to the name Fry's Metals Inc., to Fry's Metals Inc., a Delaware corporation.

It has been agreed that said name will herein after be the property of a newly formed Delaware corporation, Fry's Metals Inc. domiciled in Altoona, Pennsylvania.

Please feel free to call me if you have any questions.

Very truly yours,

A. J. OSTER COMPANY

Richard M. Oster
President

RMO:GMB

P. S. I serve not only as president of A. J. Oster Company in Providence, R. I. who is conveying the above but additionally as president of Fry's Metals Inc., the above mentioned newly formed Delaware corporation.

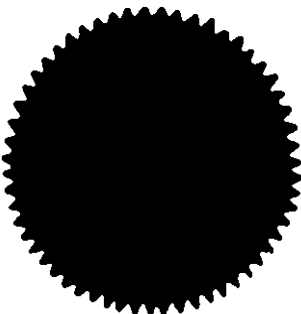


State
of
DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Incorporation of the "FRYS METALS INC.", as received and filed in this
office the third day of August, A.D. 1979, at 9 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this _____ *nineteenth* _____ *day*
of _____ *September* _____ *in the year of our Lord*
one thousand nine hundred and _____ *seventy-nine.*

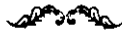


Glenn C. Kenton

Glenn C. Kenton, Secretary of State



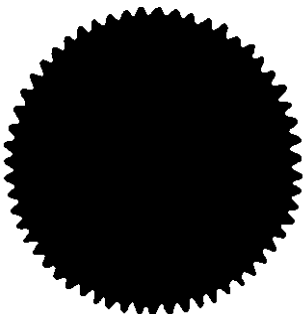
State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Correction filed to correct a certain error in the Certificate of
Incorporation of "FRYS METALS INC." filed in this office on August 3, 1979, as
received and filed in this office the thirteenth day of August, A.D. 1979, at
9 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this nineteenth *day*
of September *in the year of our Lord*
one thousand nine hundred and seventy-nine.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State