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Filing fee: \$50.00

**ARTICLES OF MERGER (SUBSIDIARY)
OF DOMESTIC AND FOREIGN CORPORATIONS
INTO**

.....The Levinson Steel Company.....

Pursuant to the provisions of Sections 7-1.1-68.1 and 7-1.1-70 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Merger for the purpose of merging the subsidiary corporation(s) into itself:

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

Name of Corporation	State
The Levinson Steel Company	Delaware
The Congdon and Carpenter Company	Rhode Island

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

THIRD: The name of the surviving corporation is ..The Levinson Steel Company.....

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

FOURTH: 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 and as required by the applicable laws of the State under which it is organized:

(Insert Plan of Merger)

P L A N O F M E R G E R

The Congdon and Carpenter Company Into The Levinson Steel Company

1. The Congdon and Carpenter Company, a Rhode Island corporation (the "Merged Corporation") shall be merged into its parent company, The Levinson Steel Company, a Delaware corporation (the "Surviving Corporation"), which merger shall be effective as of the time of filing of the Articles of Merger with the Secretary of State of Rhode Island whereupon the separate existence of the Merged Corporation shall cease.
2. The present Certificate of Incorporation and By-Laws of the Surviving Corporation shall continue to be the Certificate of Incorporation and By-Laws of the Surviving Corporation following the merger, and its issued and outstanding stock of all classes shall remain unchanged. The issued and outstanding stock of the Merged Corporation shall cease to exist as of the effective time of the merger.
3. Upon such merger all of the estate, property, rights, privileges, powers and franchises of the Merged Corporation shall be vested in the Surviving Corporation, which shall thereupon assume all of the obligations of the Merged Corporation.

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MERGER OF THE CONGDON AND CARPENTER COMPANY
INTO THE LEVINSON STEEL COMPANY

WAIVER OF NOTICE BY SOLE SHAREHOLDER

The undersigned, The Levinson Steel Company, being the sole shareholder of The Congdon and Carpenter Company hereby acknowledges receipt of the Plan of Merger adopted by the Board of Directors of the undersigned and hereby waives the 30-day notice period set forth in Section 7-1.1-68.1 of the Rhode Island General Laws, 1956, as amended, and agrees that the Duplicate Articles of Merger for the above-referenced merger may be filed and the merger may become effective simultaneously with the filing of the Articles of Merger.

THE LEVINSON STEEL COMPANY

By William Hughes
Its President

Dated December 18, 1987

COMMONWEALTH OF)
PENNSYLVANIA)
) Sc.
COUNTY OF Allegheny)

At 799 Castle Shannon Blvd. in said county on the 18th day of
Pittsburgh, Pennsylvania
December 1987, before me personally appeared William Hughes,
who being by me first duly sworn, declared that he signed the
foregoing document as such President of the corporation, and
that the statements therein are true.

Marcia A. Arzoo
(Notary Public)
MARCIA A. ARZOO, NOTARY PUBLIC
MT. LEBANON, WASHINGTON COUNTY
MY COMMISSION EXPIRES MAY 15, 1989
Member, Pennsylvania Association of Notaries



OCT 26 1987

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration
DIVISION OF TAXATION
289 Promenade Street
Providence, R. I. 02908

October 22, 1987

TO WHOM IT MAY CONCERN

Re: THE CONGDON AND CARPENTER COMPANY

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.

Very truly yours,

R. Gary Clark
Tax Administrator

Ernest A. DeAngelis
Chief Revenue Agent
Corporations

FIFTH: As to the subsidiary corporation(s), 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:

Number of shares outstanding	Number of shares owned by surviving corporation	Designation of class	Number of shares	Number of shares owned by surviving corporation
815	815	Common Stock \$10 par value	815	815

SIXTH: A copy of the Plan of Merger was mailed to the shareholders of the subsidiary corporation(s) on the date hereof.....

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 above listed domestic corporation(s) and in any proceeding for the enforcement of the rights of any dissenting shareholder of such domestic corporation(s) 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(s) 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.

EIGHTH: Time merger is to become effective (§7-1.1-69): See Plan of Merger.

Dated December 18, 19 87. The Levinson Steel Company
 (Exact Corporate Name)
 By William Hughes
 (Its President)
 and Paul H. Bechtel
 (Its Secretary)

COMMONWEALTH
~~STATE~~ OF PENNSYLVANIA

} Sc.

COUNTY OF Allegheny

At 799 Castle Shannon Blvd. Pittsburgh, Pennsylvania in said county on the 18th day of December 19 87, before me personally appeared William Hughes, who being by me first duly sworn, declared that he is the President of The Levinson Steel Company, that he signed the foregoing document as such President of the corporation, and that the statements therein are true.

Marci A. Arizna
 (Notary Public)

MARCI A. ARIZNA, NOTARY PUBLIC
 MT. LEBANON, ALLEGHENY COUNTY
 MY COMMISSION EXPIRES MAY 15, 1989
 Member, Pennsylvania Association of Notaries