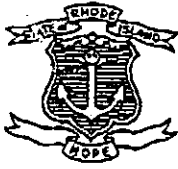


Filing Fee: See Page 4

ID Number: 61802



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

FILED

ARTICLES OF MERGER OR CONSOLIDATION INTO
(To Be Filed In Duplicate Original)

DEC 24 2002

By 61802

Deutsche Nickel America, Inc.

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the Rhode Island General Laws, 1956, as amended, the undersigned entities submit the following Articles of Merger or Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIVISION
DEC 24 2002

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the states under which each is organized are:

Name of entity	Type of entity	State under which entity is organized
<u>Deutsche Nickel America, Inc. 61802</u>	<u>Corporation</u>	<u>Rhode Island</u>
<u>Criterion Industrial Recycling, Inc. 84323</u>	<u>Corporation</u>	<u>Rhode Island</u>
<u>City Metal Co., Inc. 4231</u>	<u>Corporation</u>	<u>Rhode Island</u>
<u>Magnum Diversified Industries, Inc. 822</u>	<u>Corporation</u>	<u>Rhode Island</u>
<u>Criterion Holdings, Inc. 8227</u>	<u>Corporation</u>	<u>Rhode Island</u>

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving or new entity is Deutsche Nickel America, Inc. which is to be governed by the laws of the state of Rhode Island

d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation)

e. If the surviving entity's name has been amended via the merger, please state the new name:

f. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, and such surviving or new entity not qualified to conduct business in the state of Rhode Island, the entity agrees that it may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

g. The future effective date (which shall be a date or time certain no more than thirty (30) days after the filing of the Articles of Merger or, in the case of a subsidiary merger, on or after the 30th day after the mailing of a copy of the agreement of merger to the shareholders of the subsidiary corporation) of the merger or consolidation is (if upon filing, so state)

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.1 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation the total number of shares outstanding entitled to vote on the Plan of Merger or Consolidation, respectively, and, if the shares

Name of Business Corporation	Total Number of Shares Outstanding	Entitled to Vote as a Class	
		Designation of Class	Number of Shares
Deutsche Nickel America, Inc.	1,000	Common	1,000
Criterion Industrial Recycling, Inc.	100	Common	100
City Metal Co., Inc.	200	Common	200
Magnum Diversified Industries, Inc.	100	Common	100
Criterion Holdings, Inc.	1000.1	Common	1000.1

b. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation the total number of shares voted for and against such plan, respectively, and as to each class entitled to vote thereon as a class state the number of shares of each class voted for and against the plan, respectively.

Name of Business Corporation	Total Voted For	Total Voted Against	Entitled to Vote as a Class		
			Class	Voted For	Voted Against
Deutsche Nickel America, Inc.	1000	0	Common	1000	0
Criterion Industrial Recycling, Inc.	100	0	Common	100	0
City Metal Co., Inc.	200	0	Common	200	0
Magnum Diversified Industries, Inc.	100	0	Common	100	0
Criterion Holdings, Inc.	1000.1	0	Common	1000.1	0

c. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic entity the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.1 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

d. Complete the following subparagraphs i, ii, and iii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is Criterion Industrial Recycling, Inc.
City Metal Co., Inc.

ii) State below the number of outstanding shares of each class of the subsidiary corporation and the number of the shares of each class of the subsidiary corporation owned by the surviving corporation.

Number of Shares Outstanding of the Subsidiary Corporation	Designation of Class	Number of Shares of Subsidiary Corporation Owned by Surviving Corporation	Designation of Class
Criterion Industrial Recycling, Inc.	100 Common	100	Common
City Metal Co., Inc.	200 Common	200	Common

iii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation on _____

.....
SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.

b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted and a statement of the fact that the plan received the vote of a majority of the directors in office.

.....

SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:
- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding interest in any other business entity which is to merge or consolidate.

SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

DEUTSCHE NICKEL AMERICA INC.
 Print Entity Name

By: [Signature] President
 Name of person signing Title of person signing

Markus Parth

By: [Signature] CFO
 Name of person signing Title of person signing

Kevin Steele

STATE OF Rhode Island
 COUNTY OF Providence

In Smithfield, on this 18th day of December, 2002, before me personally appeared Markus Parth who, being duly sworn, declared that he/she is President of the above-named entity and that he/she signed the foregoing document as authorized agent, and that the statements herein contained are true.

[Signature]
 Notary Public
 My Commission Expires: Luwendia Antirose
 Term Expires: 8/30/2006
 ID#: 50320

CRITERION HOLDINGS, INC.
 Print Entity Name

By: [Signature] President
 Name of person signing Title of person signing

Markus Parth

By: [Signature] CFO
 Name of person signing Title of person signing

Kevin Steele

STATE OF Rhode Island
 COUNTY OF Providence

In Smithfield, on this 18th day of December, 2002, before me personally appeared Markus Parth who, being duly sworn, declared that he/she is President of the above-named entity and that he/she signed the foregoing document as authorized agent, and that the statements herein contained are true.

[Signature]
 Notary Public
 My Commission Expires: Luwendia Antirose
 Term Expires: 8/30/2006
 ID#: 50320

SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES
 A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND
 GENERAL LAWS, AS AMENDED

- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:
- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding interest in any other business entity which is to merge or consolidate.

SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

MAGNUM DIVERSIFIED INDUSTRIES, INC.

By: Joel Beell Print Entity Name
 Markus Parth Name of person signing President
 Title of person signing
 By: Kevin Steele Name of person signing CFO
 Title of person signing

STATE OF Rhode Island
 COUNTY OF Providence

In Smithfield, on this 18th day of December, 2002, before me personally appeared Markus Parth President of the above-named entity and that he/she signed the foregoing document as an authorized agent, and that the statements herein contained are true.

Luwendia Antirose
 Notary Public
 My Commission Expires: 8/30/2006
 ID#: 50320

CRITERION INDUSTRIAL RECYCLING INC.

By: Joel Beell Print Entity Name
 Markus Parth Name of person signing President
 Title of person signing
 By: Kevin Steele Name of person signing CFO
 Title of person signing

STATE OF Rhode Island
 COUNTY OF Providence

In Smithfield, on this 18th day of December, 2002, before me personally appeared Markus Parth President of the above-named entity and that he/she signed the foregoing document as an authorized agent, and that the statements herein contained are true.

Luwendia Antirose
 Notary Public
 My Commission Expires: 8/30/2006
 ID#: 50320

SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:
- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding interest in any other business entity which is to merge or consolidate.

SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

CITY METAL CO., INC.
 Print Entity Name

By: [Signature] President
 Markus Parth Name of person signing Title of person signing

By: [Signature] CFO
 Kevin Steele Name of person signing Title of person signing

STATE OF Rhode Island
 COUNTY OF Providence

In Smithfield, on this 18th day of December, 2002, before me person
 appeared Markus Parth who, being duly sworn, declared that he/she is
President of the above-named entity and that he/she signed the foregoing document as s
 authorized agent, and that the statements herein contained are true.

[Signature]
 Notary Public
 My Commission Expires: Luwendia Antirose
 Term Expires: 8/30/2006
 ID#: 50320

CITY METAL CO., INC.
 Print Entity Name

By: [Signature] President
 Markus Parth Name of person signing Title of person signing

By: [Signature] CFO
 Kevin Steele Name of person signing Title of person signing

STATE OF Rhode Island
 COUNTY OF Providence

In Smithfield, on this 18th day of December, 2002, before me perso
 appeared Markus Parth who, being duly sworn, declared that he/she i
President of the above-named entity and that he/she signed the foregoing document as:
 authorized agent, and that the statements herein contained are true.

[Signature]
 Notary Public
 My Commission Expires: _____

Luwendia Antirose
 Term Expires: 8/30/2006
 ID#: 50320

PLAN OF MERGER

This Plan of Merger (hereinafter "Plan of Merger") is entered into as of December 31, 2002, by and among, each of Criterion Industrial Recycling, Inc., a Rhode Island corporation ("Criterion"), City Metal Co., Inc., a Rhode Island corporation ("City Metal"), Magnum Diversified Industries, Inc., a Rhode Island corporation ("MDI") and Criterion Holdings, Inc., a Rhode Island corporation ("CHI"), and Deutsche Nickel America, Inc., a Rhode Island corporation, formerly known as Criterion Metals, Inc. ("Survivor"), as the surviving corporation.

WHEREAS, The holders of all of the outstanding voting capital stock of each of Criterion, City Metal, MDI and CHI and the entire membership of the Board of Directors of each of Criterion, City Metal, MDI and CHI and the holders of all of the outstanding voting capital stock of Survivor and the entire membership of the Board of Directors of Survivor, deem it advisable that each of Criterion, City Metal, MDI and CHI be merged with and into Survivor, as the surviving corporation, as authorized by the provisions of §7-1.1-65 of the General Laws of Rhode Island (1956), as amended (hereinafter "Rhode Island Law"); and

WHEREAS, Survivor, by its Articles of Incorporation which were filed in the office of the Secretary of State of the State of Rhode Island, on September 11, 1990, has an authorized capital stock consisting of 5000 shares of common stock, \$1,000.00 par value per share, of which 1,000 shares are issued and outstanding; and

WHEREAS, Criterion, by its Articles of Incorporation, which were filed in the office of the Secretary of State of the State of Rhode Island, on October 4, 1995, has an authorized capital stock consisting of 8,000 shares of common stock, \$1.00 par value per share, of which 100 shares are issued and outstanding.

WHEREAS, City Metal, by its Articles of Incorporation, which were filed in the office of the Secretary of State of the State of Rhode Island, on July 3, 1961, has an authorized capital stock consisting of 600 shares of common stock, no par value per share, of which 200 shares are issued and outstanding.

WHEREAS, MDI, by its Articles of Incorporation, which were filed in the office of the Secretary of State of the State of Rhode Island, on September 14, 1990, has an authorized capital stock consisting of 8,000 shares of common stock, \$1.00 par value per share, of which 100 shares are issued and outstanding.

WHEREAS, CHI, by its Articles of Incorporation, which were filed in the office of the Secretary of State of the State of Rhode Island, on December 15, 1994, has an authorized capital stock consisting of 8,000 shares of common stock, \$1,000 par value per share, of which 1,000.1 shares are issued and outstanding.

NOW, THEREFORE, in accordance with Rhode Island Law, each of Criterion, City Metal, MDI and CHI shall be merged with and into Survivor as follows:

FIRST: As of December 31, 2002 ("Effective Time"), each of Criterion, City Metal, MDI and CHI shall be merged with and into Survivor such that Survivor shall be the surviving corporation.

SECOND: The manner of converting the outstanding shares of the capital stock of each of Criterion, City Metal, MDI and CHI into shares or other securities or obligations of the surviving corporation or of any other corporation, or in whole or in part, into cash or other consideration to be paid upon the surrender of each share of each of Criterion, City Metal, MDI and CHI shall be as follows:

As of the Effective Time, each issued and outstanding share of common stock of each of Criterion, City Metal, MDI and CHI shall, without any action on the part of the holder thereof, be canceled and be converted into and exchanged for zero (0) shares of fully paid and nonassessable common stock of Survivor.

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

A. The Articles of Incorporation of Survivor as in effect at the Effective Time shall be the Articles of Incorporation of the surviving corporation.

B. The Bylaws of Survivor as in effect at the Effective Time shall be the Bylaws of the surviving corporation.

C. The first annual meeting of the stockholders of Survivor held after the Effective Time shall be the annual meeting provided by the Bylaws thereof for the year 2003.

D. The officers of Survivor, after the Effective Time, shall be those presently in office.

E. Survivor shall pay all of the expenses incurred by the parties of carrying this Plan of Merger into effect and of accomplishing this merger.

F. This Plan of Merger shall become effective as of the Effective Time upon filing in accordance with Rhode Island Law, as of which time the separate existence of each of Criterion, City Metal, MDI and CHI shall cease and each of Criterion, City Metal, MDI and CHI shall be merged into Survivor in accordance with the provisions of this Plan of Merger, whereupon Survivor shall possess all of the rights, privileges, powers and franchises of a public as well as a private nature, and be subject to all of the restrictions, disabilities and duties of each of Criterion, City Metal, MDI and CHI; and all property, real, personal and mixed and all debts due to each of Criterion, City Metal, MDI and CHI, on whatever account, and all other things in action, and all and every other


interest of, or belonging to, each of Criterion, City Metal, MDI and CHI, shall be vested in Survivor; and all property, rights, privileges, powers and franchises and all and every other interest shall be thereafter as effectively the property of Survivor as it was of each of Criterion, City Metal, MDI and CHI; and the title to any real estate vested by deed or otherwise in each of Criterion, City Metal, MDI and CHI 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 each of Criterion, City Metal, MDI and CHI shall be preserved unimpaired and all debts, liabilities and duties of each of Criterion, City Metal, MDI and CHI 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 each of Criterion, City Metal, MDI and CHI or of its shareholders or officers shall not be affected, nor shall the rights of the creditors thereof, or any person dealing with each of Criterion, City Metal, MDI and CHI be impaired by such a merger and any claim, action or proceeding pending by or against each of Criterion, City Metal, MDI and CHI may be prosecuted to judgment as if such merger had not taken place, or Survivor may be substituted in its place.

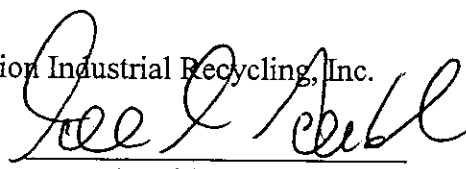
FOURTH: If at any time Survivor shall consider or be advised that any further assignments or assurances in law or other things are necessary or desirable to vest or to perfect or to confirm, or record or otherwise, in Survivor, the title to any property of each of Criterion, City Metal, MDI and CHI, acquired or to be acquired by this Plan of Merger, 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 each of Criterion, City Metal, MDI and CHI so as to vest, perfect or confirm title to such property in Survivor and otherwise carry out the purposes of this Plan of Merger.

FIFTH: Survivor reserves the right to amend, alter, change or repeal any provision of its Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Rhode Island.


IN WITNESS WHEREOF, this Plan of Merger has been executed by the duly authorized officers of Survivor and each of Criterion, City Metal, MDI and CHI as of the day and year first above written.

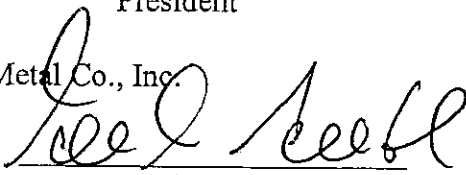
Attest:

By: 
Secretary

Criterion Industrial Recycling, Inc.
By: 
President

Attest:

By: 
Secretary

City Metal Co., Inc.
By: 
President

Attest:

By: *Kevin Stueb*
Secretary

Magnum Diversified Industries, Inc
By: *Joel Beel*
President

Attest:

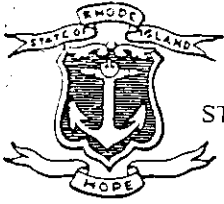
By: *Kevin Stueb*
Secretary

Criterion Holdings., Inc.
By: *Joel Beel*
President

Attest:

By: *Kevin Stueb*
Secretary

Deutsche Nickel America, Inc.,
By: *Joel Beel*
President



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration
DIVISION OF TAXATION
One Capitol Hill
Providence, RI 02908-5800

December 23, 2002

TO WHOM IT MAY CONCERN:

Re: DEUTSCHE NICKEL AMERICA, INC.

It appears from our records that the above named corporation has filed all 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.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

MERGER-CORPORATION IS THE SURVIVOR

Very truly yours,

R. Gary Clark
Tax Administrator

Edward J. Flanagan, Jr.
Chief Revenue Agent
Corporations



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration
DIVISION OF TAXATION
One Capitol Hill
Providence, RI 02908-5800

December 23, 2002

TO WHOM IT MAY CONCERN:

Re: **CRITERION HOLDINGS, INC.**

It appears from our records that the above named corporation has filed all 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.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

MERGER-CORPORATION IS NON-SURVIVOR

Very truly yours,

R. Gary Clark
Tax Administrator

Edward J. Flanagan, Jr.
Chief Revenue Agent
Corporations



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration
DIVISION OF TAXATION
One Capitol Hill
Providence, RI 02908-5800

December 23, 2002

TO WHOM IT MAY CONCERN:

Re: CITY MEDAL CO., INC.

It appears from our records that the above named corporation has filed all 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.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

MERGER-CORPORATION IS NON-SURVIVOR

Very truly yours,

R. Gary Clark
Tax Administrator

Edward J. Flanagan, Jr.
Chief Revenue Agent
Corporations



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration
DIVISION OF TAXATION
One Capitol Hill
Providence, RI 02908-5800

December 23, 2002

TO WHOM IT MAY CONCERN:

Re: **CRITERION INDUSTRIAL RECYCLING, INC.**

It appears from our records that the above named corporation has filed all 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.

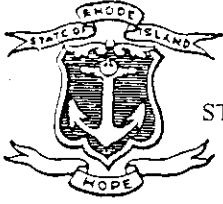
This letter is issued pursuant to the request of the above named corporation for the purpose of:

MERGER-CORPORATION IS NON-SURVIVOR

Very truly yours,

R. Gary Clark
Tax Administrator

Edward J. Flanagan, Jr.
Chief Revenue Agent
Corporations



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration
DIVISION OF TAXATION
One Capitol Hill
Providence, RI 02908-5800

December 23, 2002

TO WHOM IT MAY CONCERN:

Re: MAGNUM DIVERSIFIED INDUSTRIES, INC.

It appears from our records that the above named corporation has filed all 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.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

MERGER-CORPORATION IS NON-SURVIVOR

Very truly yours,

R. Gary Clark
Tax Administrator

Edward J. Flanagan, Jr.
Chief Revenue Agent
Corporations