

F98000003455

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CORPORATION(S) NAME

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Barre Ruth Electronics, Inc

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Merger

DIVISION OF CORPORATIONS
98 JUN 29 PM 12: 38

ARTICLES OF MERGER
Merger Sheet

MERGING:

BARRE-RUTH ELECTRONICS, INC., a Florida corporation, S92950

into

MAYSTEEL CORPORATION, a Wisconsin corporation F98000003455

File date: June 29, 1998 , effective July 12, 1998

Corporate Specialist: Joy Moon-French

**ARTICLES OF MERGER
MERGING
BARRE-RUTH ELECTRONICS, INC.
INTO
MAYSTEEL CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Merger are executed as of this 23rd day of June, 1998, by MAYSTEEL CORPORATION, a Wisconsin corporation (the "Surviving Corporation") and BARRE-RUTH ELECTRONICS, INC., a Florida corporation (the "Merging Corporation").

1. Attached hereto as Exhibit A and incorporated herein by reference is a true and correct copy of a Plan of Merger (the "Plan") providing for the merger of the Merging Corporation into the Surviving Corporation.


2. The Plan was approved by the respective Boards of Directors of the Surviving Corporation and the Merging Corporation on May 29, 1998. Approval by the shareholders of the Surviving Corporation or the Merging Corporation is not required under applicable law.


3. The Effective Time of the Merger shall be as set forth in the Plan.

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation have caused these Articles of Merger to be executed on and as of the date first above written.

MAYSTEEL CORPORATION

BARRE-RUTH ELECTRONICS, INC.

By: 
Name: John Steebman
Title: V.P.

By: 
Name: Kim Harter
Title: Chairman

**EFFECTIVE DATE
JUL 12 1998**

PLAN OF LIQUIDATION BY MERGER

1. The name of the PARENT and surviving corporation is: MAYSTEEL CORPORATION (the "Surviving Corporation").

2. The name of the SUBSIDIARY corporation is: BARRE-RUTH ELECTRONICS, INC. (the "Merging Corporation").

3. The Surviving Corporation is a Wisconsin corporation, duly qualified as a foreign corporation in the state of Florida. The Merging Corporation is a Florida corporation.

4. All of the outstanding capital stock of the Merging Corporation, consisting of 361,750 shares of Common Stock, \$1.00 par value ("Common Stock"), is held by the Surviving Corporation.

5. Merging Corporation shall be merged (the "Merger") into the Surviving Corporation pursuant to §§ 180.1104 and 180.1107 of the Wisconsin Business Corporation Law and §§ 607.1104 and 607.1107 of the Florida statutes. The terms and conditions of the Merger and the mode of carrying the same into effect are set forth in this Plan of Liquidation by Merger (the "Plan").

6. At the Effective Time (as hereinafter defined) of the Merger, all of the issued and outstanding shares of Common Stock of the Merging Corporation shall be automatically cancelled. No shares of capital stock of the Surviving Corporation or other consideration shall be issued in connection with the Merger.

7. The "Effective Time" of the Merger shall be the close of business on July 12, 1998. Prior to said time, the Plan shall have been submitted to and approved by the Board of Directors of the Surviving Corporation in accordance with § 180.1104 of the Wisconsin Business Corporation Law and § 607.1104 of the Florida statutes.

8. The Surviving Corporation shall survive the Merger, shall continue its corporate name and existence and shall continue to be governed by the laws of the State of Wisconsin, but the separate corporate existence of the Merging Corporation shall cease forthwith upon the Effective Time of the Merger. Thereafter, all property, rights, privileges, franchises, immunities and powers of Merging Corporation shall vest in and be held and enjoyed by the Surviving Corporation and the Surviving Corporation shall assume all the duties, liabilities and obligations of the Merging Corporation.

9. The Articles of Incorporation of the Surviving Corporation shall continue without change as the Articles of Incorporation of the Surviving Corporation and the Bylaws of the Surviving Corporation shall continue without change as the Bylaws of the Surviving Corporation. The officers and directors of the Surviving Corporation shall continue in office as the officers and directors, respectively, of the Surviving Corporation without change.