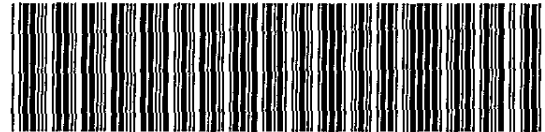


480112

FILED

03 DEC 30 PM 1:02

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



700024791717

Effective Date:  
12/31/03

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only

AL

RECEIVED  
03 DEC 30 PM 4:33  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

FILED

03 DEC 30 PM 1:02

ACCOUNT NO. : 072100000032 SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

REFERENCE : 378371 4354503

AUTHORIZATION :

*Patricia P. Jones*

COST LIMIT : \$ 60.00

ORDER DATE : December 30, 2003

ORDER TIME : 3:52 PM

ORDER NO. : 378371-025

CUSTOMER NO: 4354503

CUSTOMER: Mr. Xavier Jones  
Piper Rudnick LLP  
1251 Avenue Of The Americas  
29th Floor  
New York, NY 10020-1104

ARTICLES OF MERGER

EFFECTIVE DATE: DECEMBER 31, 2003

BARTOW STEEL, INC.

INTO

EDGEN CARBON PRODUCTS GROUP,  
L.L.C.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Amanda Haddan EXT. 2955

EXAMINER'S INITIALS: \_\_\_\_\_

Effective Date:  
12/31/03

FILED

03 DEC 30 PM 1:02

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### FLORIDA ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to 607.1109, 608.4382, and/or 620.203, Florida Statutes:

**First:** The names and jurisdictions of the merging entity is:

**NAME**

**STATE OF ORGANIZATION  
TYPE OF ENTITY**

Bartow Steel, Inc.  
18444 Highland Road, Baton Rouge, Louisiana 70809  
FEI Number 59-1607402

Florida corporation  
480112

**Second:** The name and jurisdiction of the surviving entity is EDGEN CARBON PRODUCTS GROUP, L.L.C., FEI Number 13-3908691, a Louisiana limited liability company, whose principal office is located at 18444 Highland Road, Baton Rouge, Louisiana 70809.

**Third:** The Plan of Merger (the "Plan of Merger") is attached and meets the requirements of sections 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was duly authorized and approved by each of Bartow, S&P and the Surviving Entity (the "Merger") in accordance with Chapters 607, 617, 608, and/or 620, Florida Statutes.

**Fourth:** The attached Plan of Merger was approved by the other business entities that are parties to the Merger in accordance with the respective laws of all applicable jurisdictions.

**Fifth:** The surviving entity is deemed to have appointed the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes. In any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**Sixth:** The Surviving entity agrees to promptly pay the dissenting shareholders, partner, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the Merger the amount, if any, to which they are entitled under sections 607.1302.

**Seventh:** The Merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

**Eighth:** The Merger shall become effective as of 11:59 p.m., December 31, 2003.

Ninth: IN WITNESS WHEREOF, this Agreement is executed by the parties in duplicate, acting through their duly authorized officers or representatives on the 30<sup>th</sup> day of December, 2003

FILED

DEC 30 PM 1:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Edgen Carbon Products Group, L.L.C.  
(a Louisiana limited liability company)

By: David L. Laxton, III  
David Laxton III, as Secretary, S & P Holdings, Inc.,  
Member, and as Secretary of Edgen Carbon Products  
Group, L.L.C.

Bartow Steel, Inc.  
(a Florida corporation)

By: David L. Laxton, III  
David Laxton III, Secretary

Effective Date:  
12/31/03

## FLORIDA PLAN OF MERGER

FILED

03 DEC 30 PM 1:02

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following plan of merger, which was adopted and approved by each party to the merger in accordance with sections (s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with sections(s) 607.1108, 608.438, and/or 620.201, of the Florida Business Corporation Act (the "Florida Statutes").

**FIRST:** The exact names and jurisdictions of the merging party is:

NAME

STATE OF ORGANIZATION  
TYPE OF ENTITY

Bartow Steel, Inc.

Florida corporation

**SECOND:** The exact name and jurisdiction of the surviving party is as follows:

Edgen Carbon Products Group, L.L.C.

Louisiana limited liability company

**THIRD:** The terms and conditions of the merger are as follows:

1.1 Merger. At 11:59 p.m. on December 31, 2003, (the "Effective Time"), upon the terms and subject to the conditions contained herein, at the Effective Time, and in accordance with the applicable provisions of Sections R.S. 12:1357, R.S. 12:1358, R.S. 12:1359 and R.S. 12:1360 of the Louisiana Limited Liability Company Law (the "Louisiana Statutes") and the Florida Statutes, Bartow shall be merged with and into the Surviving Entity (the "Merger"). Following the Merger, the separate existence of Bartow shall cease and the Surviving Entity shall continue as the surviving company under its present name pursuant to the provisions of the Louisiana Statutes. S&P Holdings, Inc. ("S&P"), a Louisiana corporation and wholly-owned subsidiary of Edgen Corporation ("Edgen Corporation"), which is the parent company of Bartow, is the sole member of the Surviving Entity.

1.2 Filings Under the Louisiana and Florida Statutes. This Agreement has been approved by the unanimous approval of the holders of the outstanding shares of common stock, par value \$0.01 per share, of Bartow ("Bartow Common Stock"), and by the sole member of the Surviving Entity, which votes cast are sufficient for the approval thereof by each said class, as required by the applicable provisions of the Louisiana Statutes and the Florida Statutes. At such times as shall be deemed advisable by the Board of Directors of Bartow and the sole member of the Surviving Entity, the Articles of Merger (the "Articles") shall be signed and verified on behalf of the Surviving Entity and Bartow and delivered to the Secretary of State of the State of Louisiana for filing in accordance with the applicable provisions of the Louisiana Statutes, and this Agreement signed on behalf of Bartow and the Surviving Entity with the Articles shall be delivered to the Secretary of State of the State of Florida for filing in accordance with the applicable provisions of the Florida Statutes.

1.3 Effect of the Merger. At the Effective Time, the effect of the Merger shall be as provided in the applicable provisions of the Florida Statutes and the Louisiana Statutes, without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all the property, rights, privileges and powers of Surviving Entity and Bartow shall vest in the Surviving Entity, and all debts, liabilities and duties of the Surviving Entity and Bartow shall become the debts, liabilities and duties of the Surviving Entity.

2. The Articles of Organization of the Surviving Entity will remain unchanged by the Merger.

3. The managers of Surviving Entity will remain unchanged by the Merger.

4. The Merger is necessary to align the various subsidiaries of Edgen Corporation into more efficient groups, hence, the "carbon-related" entities will be merged into the Surviving Entity.

5. The Merger will take place before January 1, 2004.

**FOURTH:** The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

3.1 Conversion of Stock. The method of carrying into effect the Merger and the manner and basis of converting the shares of Bartow into shares of S&P shall be as set forth below. As of the Effective Time, by virtue of the Merger and without any action on the part of the holder of any shares of S&P stock or Bartow stock:

(a) (i) All of the shares of the common stock, par value \$0.01 per share, of Bartow (the "Bartow Common Stock") (not including any treasury stock of Bartow (the "Bartow Treasury Stock")) issued and outstanding immediately prior to the Effective Time of the Merger shall be converted into one hundred (100) fully paid and non-assessable shares of common stock, no par value (the "S&P Common Stock") of S&P.

(ii) Each share of Bartow Treasury Stock outstanding immediately prior to the Effective Time of the Merger shall be automatically canceled and shall cease to exist.

(b) As of the Effective Time of the Merger, all such shares of Bartow Common Stock shall no longer be outstanding and shall automatically be canceled and shall cease to exist. As of the Effective Time, all of the certificates heretofore representing such Bartow Common Stock, without any action on the part of the Surviving Entity, S&P, Bartow or the holder thereof, shall be converted into the right to receive one hundred (100) shares of common stock of S&P, in the aggregate and shall cease to represent any rights in any shares of Bartow Common Stock.

3.2. Authorization. (a) Bartow and the Surviving Entity hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws

FILED  
93 DEC 30 PM 1:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

of the State of Louisiana and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

(b) The Board of Directors and the proper officers of Bartow and of the Surviving Entity are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement or of the Merger herein provided for in accordance with applicable law.

(c) On behalf of each entity, the Plan of Merger was duly authorized by all action required by the laws under which it was formed or organized by its constituent documents.

**FIFTH:** The Surviving Entity is a limited liability company and the names and addresses of the managers are:

Dan O'Leary            18444 Highland Road    Baton Rouge, Louisiana 70809

David Laxton III      18444 Highland Road    Baton Rouge, Louisiana 70809

**SIXTH:** Other statements that are required by the law of the jurisdictions under which each non-Florida business entity that is a party to the Merger is formed, organized, or incorporated are as follows:

1. The Surviving Entity will survive the Merger and continue to operate under the name Edgen Carbon Products Group, L.L.C.
2. The Articles of Organization of the Surviving Entity, as in effect at the Effective Time, shall continue in full force and effect as the Articles of Organization of the Surviving Entity until altered, amended, or repealed as provided therein or by law.
3. The Surviving Entity shall be responsible for all the liabilities and obligations of the Assimilated Entities, in the same manner as if the Surviving Entity had incurred such liabilities or obligations, and the liabilities of the Assimilated Entities and the Surviving Entity shall not be affected, nor shall the rights of creditors thereof, or any persons dealing with the Assimilated Entities or the Surviving Entities be impaired by the Merger.
4. This Plan of Merger and the Articles of Merger have been approved by 100% of the shareholders and directors of Bartow (the "Assimilated Entity") and by 100% of the members of the Surviving Entity, and the performance of the Plan of Merger was duly authorized by all action required by the laws of Louisiana and Florida and by the documents of the Assimilated Entity and the Surviving Entity.
5. No amendments of the Articles of Organization of the Surviving Entity are desired, nor necessary for the Merger.

FILED

03 DEC 30 PM 1:11

SECRETARY OF STATE  
TAMM, ASSEE, FLORIDA

FILED

03 DEC 2003 PM 1:02  
CLERK OF THE  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

6. An executed Plan of Merger and Articles of Merger are on file at the principal place of business of the Surviving Entity at c/o Edgen Corporation, 18444 Highland Road, Baton Rouge, Louisiana 70809. A copy of the Plan of Merger and Articles of Merger will be furnished by the Surviving Entity, on written request and without cost, to any shareholder of a Florida or Louisiana domestic corporation that is a party to Plan of Merger, or to any creditor or obligee of the parties to the Merger owed by any party at the time of the Merger.

**SEVENTH:** The Merger shall become effective at 11:59 p.m. on December 31, 2003.

**EIGHTH:** The Articles of Merger comply with and were executed in accordance with the laws of each of the Assimilated Entity and the Surviving Entities respective jurisdictions.

**NINTH:**

1. The Plan of Merger was approved by Bartow in accordance with the applicable Chapters of the Florida Business Organizations Laws and approved by the other business entities that are parties to the merger in accordance with the respective laws of all applicable jurisdictions.
2. The Surviving Entity is deemed to have appointed, and hereby appoints the Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each Florida, domestic corporation that is a party to the merger.
3. The Surviving Entity has agreed to promptly pay to the dissenting shareholder of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under Section 607.1302 of the Florida Statutes.
4. The Plan of Merger meets with the requirements of sections(s) 607.1108, 608.438, 617.1103 and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.
5. The Merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulation or articles of organization of any limited liability company that is a party to the merger.
6. The Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.



Signed in multiple original with a faxed signature being as effective as an original signature, this  
30<sup>th</sup> day of December, 2003.

**FILED**

03 DEC 30 PM 1:02

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Edgen Carbon Products Group, L.L.C.**  
(A Louisiana Limited Liability Company)

By: David L. Laxton, III  
David L. Laxton, III, as Secretary, S & P Holdings, Inc.,  
Member, and as Secretary of Edgen Carbon Products  
Group, L.L.C.

**Bartow Steel, Inc.**  
(A Florida Corporation)

By: David L. Laxton, III  
David L. Laxton, III, Secretary