



F97000006728

ACCOUNT NO. : 072100000032

REFERENCE : 873612, 7166661

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : \$ 70.00

FILED
OCT 24 PM 3:08
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : October 24, 2000

ORDER TIME : 10:36 AM

ORDER NO. : 873612-010

CUSTOMER NO: 7166661

CUSTOMER: Ms. Susan Mallek
Metals Usa, Inc.
Three Riverway
Suite 600
Houston, TX 77056

Merger

500003436795--8

ARTICLES OF MERGER

ALUMINUM BUILDING SYSTEMS, INC

INTO

ROYAL ALUMINUM, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Ta-tanisha Adams

EXAMINER'S INITIALS: RR

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
OCT 24 AM 11:34
NOT RECORDED
TO AVOID
SUFFICIENCY OF FILING

*02250, 02277, 80672

10/25/00

ARTICLES OF MERGER
Merger Sheet

MERGING:

ALUMINUM BUILDING SYSTEMS, INC., a Florida corporation P98000056407
;

into

ROYAL ALUMINUM, INC., a Delaware entity F97000006728

File date: October 24, 2000

Corporate Specialist: Annette Ramsey

Account number: 072100000032 ..

Amount charged: 70.00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 25, 2000

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: ROYAL ALUMINUM, INC.
Ref. Number: F97000006728

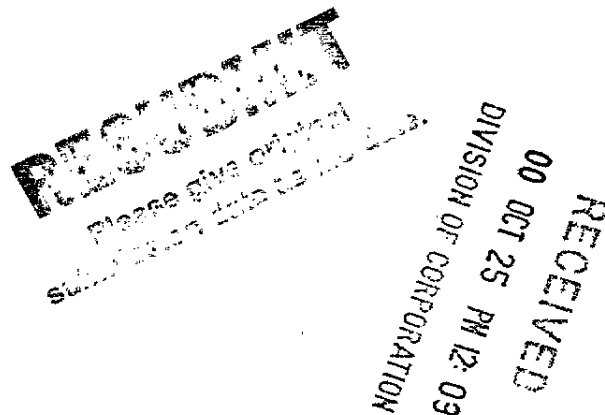
We have received your document for ROYAL ALUMINUM, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 200A00055640



ARTICLES OF MERGER
OF
ALUMINUM BUILDING SYSTEMS, INC.
AND
ROYAL ALUMINUM, INC.

FILED
00 OCT 24 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

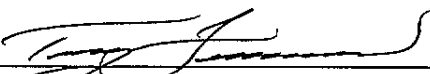
1. Annexed hereto and made a part hereof is the Plan of Merger for merging Aluminum Building Systems, Inc. with and into Royal Aluminum, Inc.

2. The shareholders of Aluminum Building Systems, Inc. entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on August 21, 2000 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

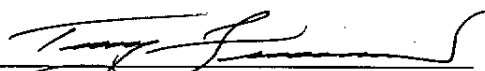
3. The merger of Aluminum Building Systems, Inc. with and into Royal Aluminum, Inc. is permitted by the laws of the jurisdiction of organization of Royal Aluminum, Inc. and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of Royal Aluminum, Inc. was August 21, 2000.

Executed on October 20, 2000.

Aluminum Building Systems, Inc.

By: 
Name: Terry L. Freeman
Capacity: Vice President

Royal Aluminum, Inc.

By: 
Name: Terry L. Freeman
Capacity: Vice President

PLAN AND AGREEMENT OF MERGER

OF

ALUMINUM BUILDING SYSTEMS, INC.
(a Florida corporation)

AND

ROYAL ALUMINUM, INC.
(a Delaware corporation)

PLAN AND AGREEMENT OF MERGER entered into on October 20, 2000 by Aluminum Building Systems, Inc., a business corporation of the State of Florida, and approved by resolution adopted by its Board of Directors on August 21, 2000, and entered into on by Royal Aluminum, Inc., a business corporation of the State of Delaware, and approved by resolution adopted by its Board of Directors on August 21, 2000.

WHEREAS Aluminum Building Systems, Inc. is a business corporation of the State of Florida with its principal office therein located at 1746 East Main Street, City of Leesburg, County of Lake; and

WHEREAS the total number of shares of stock which Aluminum Building Systems, Inc. has authority to issue is 1,000, of which 100 are outstanding, of one class and of a par value of \$.01 each; and

WHEREAS Royal Aluminum, Inc. is a business corporation of the State of Delaware with its registered office therein located at 1013 Centre Rd. , City of Wilmington, County of New Castle; and

WHEREAS the total number of shares of stock which Royal Aluminum, Inc. has authority to issue is 1,000, of which 100 are outstanding, of one class and of a par value of \$.01 each; and

WHEREAS the Florida Business Corporation Act permits a merger of a business corporation of the State of Florida with and into a business corporation of another jurisdiction; and

WHEREAS the General Corporation Law of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS Aluminum Building Systems, Inc. and Royal Aluminum, Inc. and the respective Boards of Directors thereof declare it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge Aluminum Building Systems, Inc. with and into Royal Aluminum, Inc. pursuant to the provisions of

the Florida Business Corporation Act and pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Aluminum Building Systems, Inc. and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by Royal Aluminum, Inc. and approved by a resolution adopted by its Board of Directors, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

1. Aluminum Building Systems, Inc. and Royal Aluminum, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, Royal Aluminum, Inc., which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name Metals USA Building Products Southeast, Inc. pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of Aluminum Building Systems, Inc., which is sometimes hereinafter referred to as the "terminating corporation", shall cease at said effective time in accordance with the provisions of the Florida Business Corporation Act.

2. Annexed hereto and made a part hereof is a copy of the Certificate of Incorporation of the surviving corporation as the same shall be in force and effect at the effective time in the State of Delaware of the merger herein provided for; and said Certificate of Incorporation shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the terminating corporation shall, at the effective time of the merger, be canceled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the terminating corporation in accordance with the provisions of the Florida Business Corporation Act and upon behalf of the surviving corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Florida and the State of Delaware and elsewhere to effectuate the merger herein provided for.

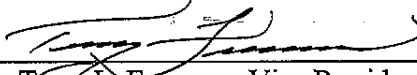
7. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Dated: October 20, 2000

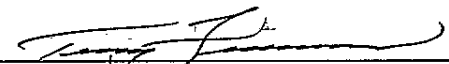
Royal Aluminum, Inc.

By:


Terry L. Freeman, Vice President

Aluminum Building Systems, Inc.


By:


Terry L. Freeman, Vice President

CERTIFICATE OF ASSISTANT SECRETARY OF Royal Aluminum, Inc.

The undersigned, being the Assistant Secretary of Royal Aluminum, Inc., does hereby certify that written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware

Dated: October 20, 2000



John A. Hageman, Assistant Secretary of
Royal Aluminum, Inc.