

K03275

ARTICLES OF MERGER
Merger Sheet

MERGING:

HARD METAL ALLOYS, INC., a Florida corporation, document number K03275

INTO

HMA, INC., a Delaware corporation not qualified in Florida.

File date: July 1, 1997

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 70.00



THE UNITED STATES
CORPORATION
COMPANY

K03273

ACCOUNT NO. : 072100000032

REFERENCE : 448095 4334364

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 35.00

ORDER DATE : July 1, 1997

20.00

ORDER TIME : 9:59 AM

ORDER NO. : 448095-005

400002227804--4

CUSTOMER NO: 4334364

CUSTOMER: Cindy M. Malone, Legal Asst
Weil Gotshal & Manges LLP
Suite 1300
100 Crescent Court
Dallas, TX 75201-6950

ARTICLES OF MERGER

HARD METAL ALLOYS, INC.

INTO

HMA, INC.

FILED
97 JUL -1 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

*Merge
PSS
7-1*

RECEIVED
97 JUL -1 PM 10:50
DIVISION OF CORPORATION

**ARTICLES OF MERGER
OF
HARD METAL ALLOYS, INC.
INTO
HMA, INC.**

(PURSUANT TO SECTION 607.1104 OF THE
FLORIDA BUSINESS CORPORATION ACT)

97 JUL -1 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HMA, Inc., a Delaware corporation ("HMA"), and Hard Metal Alloys, Inc., a Florida corporation ("Hard Metal"), do hereby adopt the following Articles of Merger:

FIRST: HMA is a corporation organized under the laws of the State of Delaware owning one hundred percent (100%) of the outstanding shares of each class of the capital stock of Hard Metal, a corporation organized under the laws of the State of Florida.

SECOND: The following plan of merger was adopted by the boards of directors of HMA and Hard Metal on June 30, 1997, and no shareholder approval is required by the General Corporation Law of the State of Delaware or the Florida Business Corporation Act to consummate the transactions contemplated by the plan of merger.

By filing these Articles of Merger with the Secretary of State of Florida and a Certificate of Ownership and Merger with the Secretary of State of Delaware, HMA merges its wholly-owned subsidiary, Hard Metal, into itself pursuant to Section 253 of the General Corporation Law of the State of Delaware and Section 607.1104 of the Florida Business Corporation Act (the "Merger"), and pursuant to and upon consummation of the Merger, HMA does assume all of Hard Metal's liabilities and obligations and cancels each share of capital stock of Hard Metal theretofore outstanding so that such shares shall automatically cease to be outstanding.

THIRD: Shareholders of Hard Metal, if any, who, except for the applicability of this section, would be entitled to vote and who dissent from the merger pursuant to Section 607.1320 of the Florida Business Corporation Act, may be

entitled, if they comply with the provisions of this Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

FOURTH: HMA, as the sole shareholder of Hard Metal, has, prior to the filing of these Articles of Merger, waived in writing the mailing requirement of a copy or summary of the plan of merger.

IN WITNESS WHEREOF, HMA and Hard Metal have caused these Articles of Merger to be signed this 30TH day of June, 1997.

HMA, INC.

By: Stephanie N. Josephson
Name: Stephanie N. Josephson
Title: Vice President, General
Counsel and Secretary

HARD METAL ALLOYS, INC.

By: Stephanie N. Josephson
Name: Stephanie N. Josephson
Title: Vice President, General
Counsel and Secretary