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June 14, 2000

VIA UPS OVERNIGHT DELIVERY

Florida Secretary of State
ATTN: Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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RE: HAYNES Acquisition Corporation

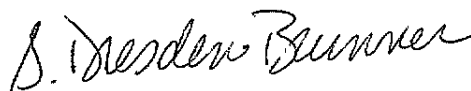
Dear Sir or Madam:

Please find enclosed the following documents for filing in order to effectuate a merger:

1. Articles of Merger with HAYNES Corporation with and into HAYNES Acquisition Corporation; and
2. This Firm's check in the amount of \$87.50 for the filing fees.

Please file the Articles and provide the undersigned with a certified copy of the Articles and a Certificate of Status for this matter. Thank you.

Regards,



S. Dresden Brunner

SDB/smb
Enclosures

NAPLES/216026 v.02

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 16 PM 3:39

Merger & N/C

V. SHEPARD JUN 21 2000

ARTICLES OF MERGER
Merger Sheet

MERGING:

HAYNES CORPORATION, a Michigan corporation (Document #P21909)

INTO

HAYNES ACQUISITION CORPORATION which changed its name to
HAYNES CORPORATION, a Florida entity, P00000055974

File date: June 16, 2000

Corporate Specialist: Louise Flemming-Jackson

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
00 JUN 16 PM 3:39

ARTICLES OF MERGER

of

HAYNES Corporation, a Michigan corporation

with and into

HAYNES Acquisition Corporation, a Florida corporation
(for filing with the Florida Department of State)

ARTICLE I

The Plan of Merger is attached hereto and incorporated herein by reference.

ARTICLE II

The effective date of the Merger is 11:59 p.m. on June 16, 2000.

ARTICLE III

HAYNES Corporation, a Michigan corporation, approved the Plan of Merger on June 8, 2000 by an action by unanimous written consent in lieu of a meeting of its shareholders and directors. On June 8, 2000, the holders of all outstanding shares of HAYNES Corporation waived their specific requests for a copy of the Plan of Merger.

ARTICLE IV

HAYNES Acquisition Corporation, a Florida corporation, approved the Plan of Merger on June 8, 2000 by an action by unanimous written consent in lieu of a meeting of its sole shareholder and directors. On June 8, 2000, the holder of all outstanding shares of HAYNES Acquisition Corporation waived the mailing requirement for the Plan of Merger.

ARTICLE V

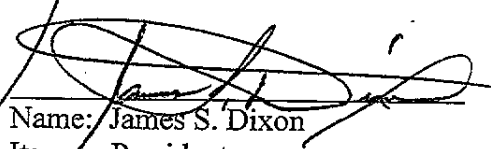
HAYNES Acquisition Corporation, a Florida corporation, has one outstanding share of Class A Voting Common Stock and no outstanding shares of Class B Non-Voting Common Stock and HAYNES Corporation, a Michigan corporation, owns all of the outstanding shares directly.

ARTICLE VI

The Articles of Incorporation of HAYNES Acquisition Corporation, a Florida corporation, are amended such that the name of the corporation shall be HAYNES Corporation.

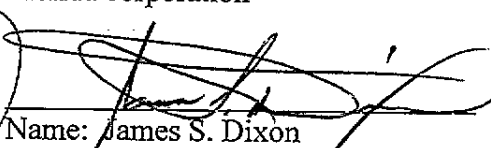
Date: June 8, 2000

HAYNES CORPORATION,
Michigan corporation



Name: James S. Dixon
Its: President

HAYNES ACQUISITION CORPORATION,
Florida corporation



Name: James S. Dixon
Its: President

PLAN OF MERGER

This Plan of Merger, is made as of June 8, 2000, between HAYNES Corporation, a Michigan corporation (the "Michigan Corporation"), and HAYNES Acquisition Corporation, a Florida corporation, which is a wholly owned subsidiary of the Michigan Corporation (the "Florida Corporation"). The Michigan Corporation and the Florida Corporation are collectively referred to as the "Constituent Corporations".

Recitals

- A. The Florida Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 3581 Mercantile Avenue, Naples, Florida 34104.
- B. The Florida Corporation is authorized to issue 100,000 shares of Class A Voting Common Stock, \$.01 par value, of which one share is issued and owned by the Michigan Corporation, and 100,000 shares of Class B Non-Voting Common Stock, \$.01 par value, of which no shares are issued and outstanding.
- C. The Michigan Corporation is a corporation organized and existing under the laws of the State of Michigan and is qualified to do business as a foreign corporation in the State of Florida.
- D. The Michigan Corporation is authorized to issue 3,000 shares of Class A Voting Common Stock and 47,000 shares of Class B Non-Voting Common Stock, \$1.00 par value, of which 461 shares of Class A and 4,600 shares of Class B Common Stock are issued and outstanding. There are no options or other rights to acquire shares of the Michigan Corporation authorized, issued, or outstanding.
- E. The boards of directors and shareholders of the Constituent Corporations deem it desirable and in the best business interests of their respective Constituent Corporations that the Michigan Corporation be merged into the Florida Corporation pursuant to Sections 450.1701 *et. seq.* of the Michigan Business Corporation Act and Sections 607.1101 *et. seq.* of the Florida Business Corporation Act.
- F. The parties intend that this transaction qualify as a "reorganization" within the meaning of Sections 368(a)(1)(A) and 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

Agreement

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the Constituent Corporations agree as follows:

1. **Merger.** At the Effective Time (defined below), the Michigan Corporation shall merge with and into the Florida Corporation (the "Merger"), which shall be the surviving corporation (the "Surviving Corporation") and which shall continue its corporate existence under the laws of the State of Florida following the Merger.

2. **Terms and Conditions.** At the Effective Time, the separate existence of the Michigan Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Michigan Corporation without the necessity of separate transfer. The Surviving Corporation shall be thereafter responsible and liable for all liabilities and obligations of the Michigan Corporation, and neither the rights of creditors nor any liens on the property of the Michigan Corporation shall be impaired by the Merger.

3. **Conversion of Shares.**

(a) The one share of the common stock of the Florida Corporation issued and outstanding immediately prior to the Merger shall be retired, and no shares of common stock or other securities of the Surviving Corporation shall be issued in respect thereof.

(b) Each share of Class A and Class B Common Stock, \$1.00 par value, of the Michigan Corporation issued and outstanding immediately prior to the Merger shall be converted into one share of the Class A Voting Common Stock, \$.01 par value, of the Surviving Corporation, which shares of common stock of the Surviving Corporation shall then be issued and outstanding.

(c) After the Effective Time, each holder of certificates formerly representing shares of common stock of the Michigan Corporation shall surrender such certificates to the Surviving Corporation or its duly appointed agent, in the manner that the Surviving Corporation shall legally require. On receipt of such share certificates, the Surviving Corporation shall issue and exchange such certificates for shares of Class A common stock of the Surviving Corporation, representing the number of shares of stock of the Surviving Corporation to which the holder is entitled as provided above.

4. **Articles of Incorporation of the Surviving Corporation.** The Articles of Incorporation of the Florida Corporation existing immediately prior to the Effective Time of the Merger shall continue to be the Articles of Incorporation of the Surviving Corporation, except that the Articles of Incorporation of the Surviving Corporation shall be amended hereby to change the name of the corporation to "HAYNES Corporation".

5. **By-Laws of the Surviving Corporation.** The By-Laws of the Florida Corporation existing immediately prior to the Effective Time of the Merger shall continue to be the By-Laws of the Surviving Corporation.

6. **Directors and Officers of the Surviving Corporation.** The directors and officers of the Florida Corporation at the Effective Time of the Merger shall continue to be the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

7. **Effective Time of Merger.** The effective date and time of the Merger shall be 11:59 p.m. on June 16, 2000 (the "Effective Time").

8. **Approval by Shareholders.** This Plan of Merger shall be submitted for the approval by consent of the shareholders of the Constituent Corporations in the manner provided by the applicable laws of the State of Florida and the State of Michigan.

9. **Dissenting Shareholders.** Shareholders of the Constituent Corporations who are entitled to vote and who dissent from the Merger will be entitled to such rights as are afforded to dissenting Shareholders under applicable state law.

10. **Abandonment of Merger.** This Plan of Merger may be abandoned by action of the Board of Directors of either the Michigan Corporation or the Florida Corporation at any time prior to the Effective Time on the happening of either of the following events:

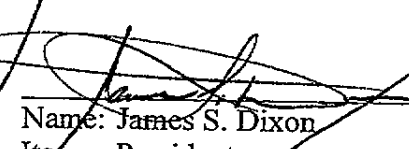
(a) The Merger is not approved by the shareholders of either the Michigan Corporation or the Florida Corporation on or before December 31, 2000.

(b) In the judgment of the Board of Directors of either the Michigan Corporation or the Florida Corporation, the Merger would be impracticable because of the number of dissenting shareholders asserting rights under the laws of the State of Florida or the laws of the State of Michigan.

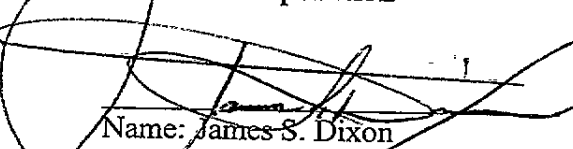
11. **Governing Law:** This Agreement shall be construed and enforced in accordance with the laws of the State of Florida without regard to its conflict of law principles.

IN WITNESS WHEREOF, the parties to this Agreement have signed below on the date and year first above written.

HAYNES CORPORATION,
a Michigan corporation


Name: James S. Dixon
Its: President

HAYNES ACQUISITION CORPORATION,
a Florida corporation


Name: James S. Dixon
Its: President