

P37129

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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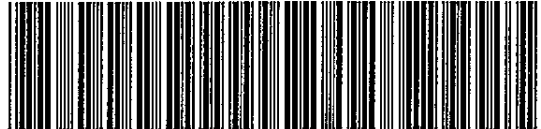
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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02 NOV 12 11:09:39
SECRETARY OF STATE
FILING OFFICE

NC
T. Lewis 11/18/02

ThyssenKrupp USA, Inc.



Via Overnight Courier

November 7, 2002

Secretary of State
State of Florida

Re: Amendment to Certificate of Authority

Attached for filing on behalf of Copper and Brass Sales, Inc., a Michigan corporation, is the appropriate form(s) and documentation along with a Certificate of Amendment to the Certificate of Incorporation for the purpose of changing the name of the corporation in the State of Florida to ThyssenKrupp Materials, Inc. Also enclosed is a check in the amount of \$35 for the filing fee.

The Certificate of Amendment to the Certificate of Incorporation was filed with the Michigan Department of Commerce, effective October 1, 2002.

Please send a time-stamped copy of the Certificate of Amendment to the Certificate of Authority to the following address:

Marsha J. Fershtman
ThyssenKrupp USA, Inc.
3155 West Big Beaver
Troy, Michigan 48084

If you have any questions or need further information, please call me at (248) 643-3869. Thank you for your attention to this matter.

Sincerely,

A handwritten signature in cursive script that reads "Chris Pacitto".

Chris Pacitto
Assistant to Marsha J. Fershtman

Enclosure

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

P-37129

Document Number of Corporation (If known)

1. Copper and Brass Sales, Inc.
(Name of corporation as it appears on the records of the Department of State)

2. Michigan
(Incorporated under laws of)

3. January 16, 1992
(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? October 1, 2002

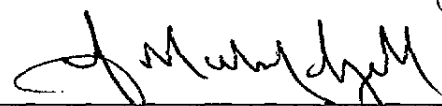
5. ThyssenKrupp Materials, Inc.
(Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

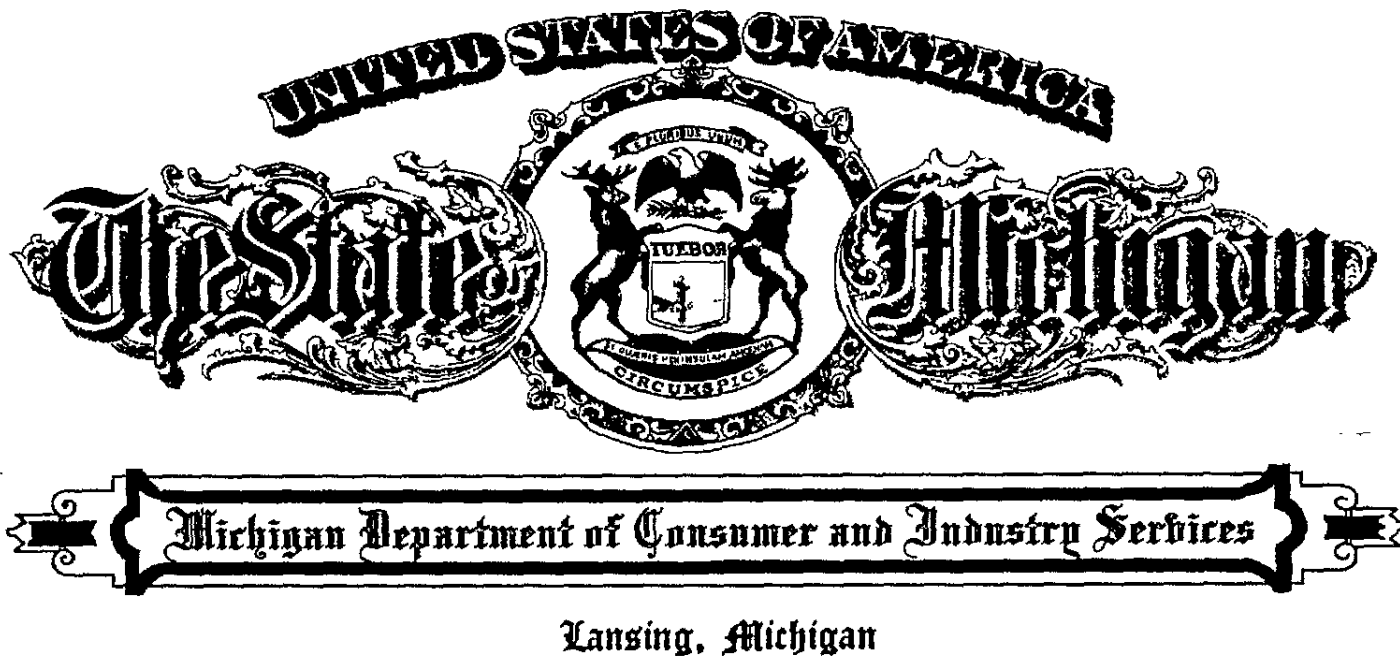

(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

A. Malcolm Gill
(Typed or printed name)

11/4/02
(Date)

Secretary
(Title)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 23rd day of October, 2002

Andrew S. Mitchell, Director
Bureau of Commercial Services

MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES BUREAU OF COMMERCIAL SERVICES			
Date Received SEP 12 2002	(FOR BUREAU USE ONLY)		
		FILED SEP 12 2002 Administrator BUREAU OF COMMERCIAL SERVICES	
This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.			
Name Marsha J. Fershtman			
Address ThyssenKrupp USA, Inc. c/o The Budd Company 3155 West Big Beaver Road			
City Troy	State MI	Zip Code 48084	EFFECTIVE DATE: October 1, 2002 Expiration date for own assumed names: December 31, Expiration date for transferred assumed names appear in items 5

Document will be returned to the name and address you enter above.
If left blank document will be mailed to the registered office.

CERTIFICATE OF MERGER
For use by Parent and Subsidiary Profit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Certificate:

1.a. The name of each constituent corporation and its identification number is:		
☐	<u>TMX, Inc., A Michigan corporation</u>	<u>445-209</u>
☐	<u>Copper and Brass Sales, Inc., a Michigan corporation</u>	<u>161-415</u>
b. The name of the surviving corporation and its identification number is:		
☐	<u>Copper and Brass Sales, Inc.</u>	<u>161-415</u>
c. For each subsidiary corporation, state:		
Name of corporation	Number of outstanding shares in each class	Number of shares owned by the parent corporation of each class
<u>Copper and Brass Sales, Inc.</u>	<u>60,000 Common</u>	<u>60,000 Common</u>

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125-134068 CR/CKSue

- d. The terms and conditions of the proposed merger, including the manner and basis of converting the shares of each constituent corporation, are as follows:

At the Effective Time (as defined herein), TMX, Inc. (the "Parent") shall be merged with and into Copper and Brass Sales, Inc. (the "Subsidiary"). Following the merger, the separate corporate existence of the Parent shall cease and the Subsidiary shall continue as the surviving corporation under the name "ThyssenKrupp Materials, Inc."

At the Effective Time, the Subsidiary shall possess all the rights, privileges, powers and franchises as well of a public as of a private nature, and being subject to all the restrictions, disabilities and duties of the Parent and the Subsidiary; and all and singular, the rights, privileges, powers and franchises of the Parent and the Subsidiary, and all property, real, personal and mixed, and all debts due and to the Parent or the Subsidiary on whatever account, as well for stock subscriptions as all other things in action or belonging to the Parent and the Subsidiary shall be vested in the Subsidiary as the surviving corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Subsidiary as the surviving corporation as they were of the Parent and the title to any real estate vested by deed or otherwise, under the laws of any State, in the Parent or the Subsidiary shall not revert or be in any way impaired by reason of this merger, but all rights of creditors and all liens upon any property of the Parent or the Subsidiary shall be preserved unimpaired, and all debts, liabilities and duties of the Parent or the Subsidiary shall thenceforth attach to the Subsidiary as the surviving corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

The Parent hereby agrees from time to time, as and when requested by the Subsidiary or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Subsidiary as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the Subsidiary as the surviving corporation title to and possession of any property of the Parent acquired or to be acquired by reason of, or as a result of, the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the Parent and the Subsidiary are fully authorized to take any and all such action.

At the Effective Time, by virtue of the merger and without any action on the part of the holders thereof, each share of stock of the Parent outstanding immediately prior to the Effective Time shall be cancelled, retired and shall cease to exist, with no payment being made with respect thereto, and shall not be converted into any shares of stock, obligations, evidences of ownership, rights to purchase securities or securities of any other corporation or other entity or into cash or any other property. At the Effective Time, by virtue of the merger and without any action on the part of the holder thereof, each share of stock of the Subsidiary issued and outstanding immediately prior to the Effective Time shall be an identical outstanding or treasury share of stock of the surviving corporation.

- e. The amendments to the Articles or a Restatement of the Articles of Incorporation of the surviving corporation to be effected by the merger are as follows:

Article 1 of the Articles of Incorporation are hereby amended to read as follows:

"The name of the corporation is ThyssenKrupp Materials, Inc."

- f. Other provisions with respect to the merger are as follows:

The bylaws of the Subsidiary in effect immediately prior to the Effective Time shall be the bylaws of the surviving corporation until amended in accordance with the provisions thereof, the Articles of Incorporation and applicable law.

The directors of the Subsidiary immediately prior to the Effective Time shall be the initial directors of the surviving corporation, each director to hold office in accordance with the Articles of Incorporation and the bylaws of the surviving corporation, until their successors are duly elected and qualified, or their earlier death, resignation or removal.

The officers of the Subsidiary immediately prior to the Effective Time shall be the initial officers of the surviving corporation and shall hold office until their successors are duly elected and qualified, or their earlier death, resignation or removal.

2. The merger is permitted by the State of Michigan under whose law the Parent and the Subsidiary corporations are incorporated.
3. This Agreement may be abandoned or amended, with the approval of the Boards of Directors of the Parent and the Subsidiary, at any time prior to the date of filing the Certificate of with the Michigan Department of Consumer and Industry Services, Bureau of Commercial Services, provided that an amendment made subsequent to the adoption of the Agreement by the Shareholders of the Parent or the Subsidiary shall not (a) alter or change the amount or kind of stock, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the stock of any class or series thereof of the Parent or the Subsidiary, (b) alter or change any term of the Certificate of Incorporation of the surviving corporation to be effected by the merger, or (c) alter or change any of the terms and conditions of the Agreement if such alteration or change would adversely affect the holders of any class or series thereof of the Parent or the Subsidiary.
4. The sole shareholder of each of the Parent, having been duly notified, has adopted and approved the merger in accordance with the Michigan Business Corporations Act.
5. The sole shareholder of the Subsidiary, which shall survive the merger, having been duly notified, has adopted and approved the merger in accordance with the Michigan Business Corporations Act.
6. This Certificate of Merger was adopted by the respective Boards of Directors of the Parent and the Subsidiary in accordance with the Michigan Business Corporations Act.
7. The merger shall be effective on October 1, 2002.

Signed this 30th day of AUGUST, 2002.

TMX, INC.

By: [Signature]
Its: SECRETARY
A. MALCOLM GILL
(Type or Print Name)

COPPER AND BRASS SALES, INC.

By: [Signature]
Its: SECRETARY
A. MALCOLM GILL
(Type or Print Name)

Name of person or organization remitting fees:

Preparer's name and business telephone number

Marsha J. Fershtman
(248) 643-3538