

**CORPORATE  
ACCESS,  
INC.**

**P96000062643**

236 East 6th Avenue Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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merger

1.) Southern Aluminum & Steel Corporation  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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C. Coulliette SEP 19 2001

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SPECIAL INSTRUCTIONS

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SOUTHERN ALUMINUM & STEEL CORPORATION, a Florida corporation,  
P96000062643

INTO

**SOUTHERN ALUMINUM & STEEL CORPORATION**, a Texas entity not  
qualified in Florida.

File date: September 19, 2001

Corporate Specialist: Cheryl Coulliette

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2001 SEP 19 AM 10:55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**  
**FLORIDA**

**SOUTHERN ALUMINUM & STEEL CORPORATION (FLORIDA)**  
**WITH AND INTO**  
**SOUTHERN ALUMINUM & STEEL CORPORATION (TEXAS)**

Pursuant to the provisions of Section 607.1109, of the Florida Business Corporation Act (the "Florida Act"), the undersigned corporation hereby submits the following Articles of Merger in connection with the merger (the "Merger") of the parties as provided herein:

**FIRST:** The name and jurisdiction of the surviving corporation is as follows:

Southern Aluminum & Steel Corporation, a Texas corporation ("SASCO").

**SECOND:** The name and jurisdiction of the merging corporation is as follows:

Southern Aluminum & Steel Corporation, a Florida corporation ("Company").

**THIRD:** The plan of merger (the "Plan of Merger") is annexed hereto as Exhibit A.

**FOURTH:** The Plan of Merger was approved by the Company in accordance with the applicable provisions of the Florida Act. The board of directors of the Company has adopted the Plan of Merger, and the Plan of Merger has been submitted to and approved by the Shareholders of the Company.

**FIFTH:** The Plan of Merger was approved by SASCO in accordance with the Texas Business Corporation Act (the "Texas Act"). The board of directors of SASCO has adopted the Plan of Merger, and the Plan of Merger has been submitted to and approved by the shareholders of SASCO.

**SIXTH:** The Merger shall be effective upon the issuance of a certificate of merger from the Texas Secretary of State.

**SEVENTH:** SASCO shall be the surviving corporation (the "Surviving Corporation") and is incorporated under the laws of Texas.

A. The address, including street and number of the Surviving Corporation's principal office is as follows:

Southern Aluminum & Steel Corporation  
121 Interpark, Suite 1004  
San Antonio, Texas 78216

B. The Surviving Corporation 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, if any, of the Company.

C. The Surviving Corporation hereby agrees to promptly pay to the dissenting shareholders of the Company the amount, if any, to which they are entitled under Section 607.1302 of the Florida Act.

IN WITNESS WHEREOF, the undersigned corporation has caused these articles of merger to be executed on its behalf this 18<sup>th</sup> day of Sept., 2001.

**SOUTHERN ALUMINUM & STEEL  
CORPORATION** (a Texas corporation)

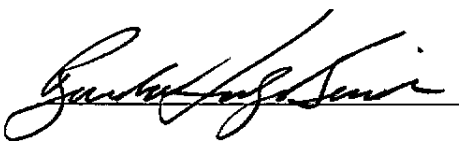
Attest:




By:   
Thomas W. Montgomery, President

**SOUTHERN ALUMINUM & STEEL  
CORPORATION** (a Florida corporation)

Attest:



By:   
Thomas W. Montgomery, President

**EXHIBIT A**  
**PLAN OF MERGER**  
**FLORIDA**

The following plan of merger ("Plan of Merger"), which was adopted and approved by each party to the merger (the "Merger") in accordance with Section 607.1107 of the Florida Business Corporation Act (the "Florida Act"), is being submitted in accordance with Section 607.1108 of the Florida Act.

**FIRST:** The exact name and jurisdiction of the merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Southern Aluminum & Steel Corporation	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Southern Aluminum & Steel Corporation	Texas

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

Southern Aluminum & Steel Corporation, a Texas corporation ("SASCO"), upon the effective date of the Merger (the "Effective Date") shall continue to exist as the surviving corporation (the "Surviving Corporation"). Southern Aluminum & Steel Corporation, a Florida corporation (the "Company"), shall be merged with and into SASCO and upon the Effective Date. The separate existence of the Company shall cease to exist in accordance with the provisions of the Florida Act.

The Articles of Incorporation of SASCO, upon the Effective Date of the Merger, shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Texas Business Corporation Act (the "Texas Act").

The Bylaws of SASCO, as in effect upon the Effective Date shall, upon the Effective Date, be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed in the provisions of the Texas Act.

The directors and officers of SASCO in office upon the Effective Date shall, upon the Effective Date, be the members of the board of directors and the 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 Bylaws.

**FOURTH:**

A. 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 Surviving Corporation, in whole or in part, into cash or other property are as follows:

Upon the Effective Date of the Merger, each issued and outstanding share (or fraction thereof) of common stock, no par value, of the Company shall be converted into the same number of shares of common stock of the Surviving Corporation, and each share of stock held in the treasury of the Company shall be cancelled without payment or consideration therefore; provided, however, that each share (or fraction thereof) of common stock of the Company shall be canceled and no share (or fraction thereof) of common stock of the Company shall be deemed to be outstanding or to have any rights after the Effective Date.

Upon the Effective Date of the Merger, each issued and outstanding share of common stock, no par value, of SASCO shall be cancelled and returned to authorized but unissued status.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the Surviving Corporation, in whole or in part, into cash or other property are as follows:

Upon the Effective Date of the Merger, all options or other rights to acquire shares of common stock, no par value, of the Company shall be converted into options to acquire the same number of shares of the Surviving Corporation; provided, however, that all options and rights related to the common stock of the Company shall be canceled after the Effective Date.

**FIFTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the Merger is formed, organized, or incorporated are as follows:

Pursuant to Article 4.14 of the Texas Act, all liabilities and obligations of the Company shall be allocated to and assumed by the Surviving Corporation.

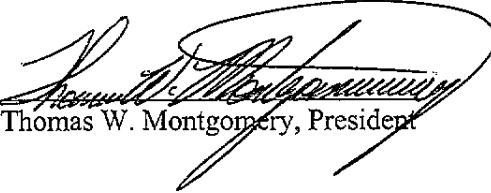
**SIXTH:** Other provisions, if any, relating to the Merger:

This Plan of Merger has been adopted by the respective boards of directors of the Company and SASCO and has been submitted and approved by the respective shareholders of the Company and SASCO in the manner prescribed by the provisions of the Florida Act and the Texas Act.

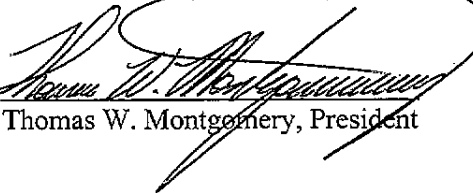
The Company and SASCO hereby stipulate that they will cause to be executed and filed any document or documents prescribed by the laws of the State of Florida and the State of Texas, respectively, and that they will cause to be performed all necessary acts therein and elsewhere to consummate the Merger.

The board of directors and the proper officers of the Company and of SASCO respectively, are authorized, empowered, and directed to do any and all acts and things, and to make, become necessary, proper, or convenient to carry out or to put into effect any of the provisions of this Plan of Merger or of the Merger provided for herein.

**SOUTHERN ALUMINUM & STEEL  
CORPORATION (TEXAS)**

By:   
Thomas W. Montgomery, President

**SOUTHERN ALUMINUM & STEEL  
CORPORATION (FLORIDA)**

By:   
Thomas W. Montgomery, President