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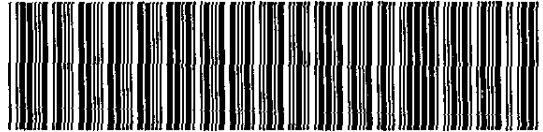
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DIVISION OF CORPORATION

C. Coulliette OCT 31 2002



ACCOUNT NO. : 072100000032

REFERENCE : 797396 7166661

AUTHORIZATION :

*Patricia Pigott*

COST LIMIT : \$ 35

ORDER DATE : October 28, 2002

ORDER TIME : 4:04 PM

ORDER NO. : 797396-160

CUSTOMER NO: 7166661

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

DOMESTIC AMENDMENT FILING

NAME: AEROSPACE SPECIFICATION  
METALS-U.K., INC.

EFFECTIVE DATE: *10/31/02*

XXX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Ginger Simmons/HBD

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
AEROSPACE SPECIFICATION METALS-U.K., INC.

FILED  
2002 OCT 31 AM 9:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act (the "**BCA**"), the undersigned corporation hereby adopts these Articles of Amendment (this "**Amendment**"), dated as of October 31, 2002, which Amendment amends the Articles of Incorporation (the "**Articles**") of Aerospace Specification Metals-U.K., Inc. (the "**Corporation**"), as amended to date.

ARTICLE I

The name of the Corporation is Aerospace Specification Metals-U.K., Inc.

ARTICLE II

The Articles, as amended to date, have been amended by this Amendment in conformity with the provisions of the BCA. This Amendment was duly made, pursuant to Section 607.1008 of the BCA, by John A. Hageman, the Assistant Secretary of the Corporation.

ARTICLE III

The Articles of Incorporation of the Corporation is hereby amended by adding the following new Article immediately after the existing Article XII of the Articles of the Corporation:

"ARTICLE XIII

Notwithstanding any other provision contained herein, the Corporation, as a Debtor (as defined in the Plan referred to below) under the Amended Plan of Reorganization under Chapter 11 of the United States Bankruptcy Code for Metals USA, Inc. and its Affiliated Debtors (the "**Plan**") shall not issue nonvoting equity securities in connection with the Plan. This provision shall have no further force and effect beyond that required by Section 1123(a)(6) of the United States Bankruptcy Code and is applicable only for so long as such Section is in effect and applicable to the Corporation."

ARTICLE IV

This Amendment was approved by the United States District Court for the Southern District of Texas, Houston Division (the "**Court**") on October 18, 2002, under the Amended Plan of Reorganization for Metals USA, Inc. and its Affiliate Debtors (the "**Plan**") under Chapter 11 of the United States Bankruptcy Code, File Name: Metals USA, Inc., et al, Case Number: 01-42530-H4-11. The Court had proper jurisdiction over the Plan under federal statute.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the corporation has caused this Amendment to be signed  
by John A. Hageman, its Assistant Secretary, on October 25, 2002.

**AEROSPACE SPECIFICATION METALS-  
U.K., INC.**

By:

Name:

Title:

John A. Hageman  
John A. Hageman  
Asst. Secretary