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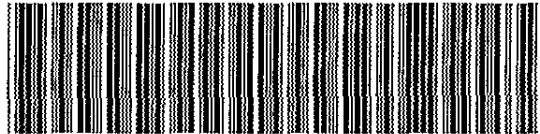
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TALLAHASSEE, FLORIDA

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C. Oaullette MAY 28 2003



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 107036 7166661

AUTHORIZATION : *Patricia Knight*

COST LIMIT : \$ 105.00

ORDER DATE : May 27, 2003

ORDER TIME : 12:27 PM

ORDER NO. : 107036-025

CUSTOMER NO: 7166661

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

ARTICLES OF MERGER

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

INTO

METALS USA CONTRACT
MANUFACTURING, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight EX 1156

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER

OF

AEROSPACE SPECIFICATION METALS, INC.
AND
AEROSPACE SPECIFICATIONS METALS-U.K., INC.

AND

METALS USA CONTRACT MANUFACTURING, INC.

FILED
03 MAY 27 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Aerospace Specification Metals, Inc. and Aerospace Specifications Metals-U.K., Inc. with and into Metals USA Contract Manufacturing, Inc.

2. The shareholders of Metals USA Contract Manufacturing, Inc. entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on May 1, 2003 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of Aerospace Specification Metals, Inc. and Aerospace Specifications Metals-U.K., Inc. with and into Metals USA Contract Manufacturing, Inc. is permitted by the laws of the jurisdiction of organization of Metals USA Contract Manufacturing, Inc. and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of Metals USA Contract Manufacturing, Inc. was May 1, 2003.

Executed on the 22 day of May, 2003.

Aerospace Specification Metals, Inc.

By: 

Name: Terry L. Freeman

Capacity: President

Aerospace Specifications Metals-U.K., Inc.

By: 

Name: Terry L. Freeman

Capacity: President

Metals USA Contract Manufacturing, Inc.

By: 

Name: John A. Hageman

Capacity: Vice President

PLAN AND AGREEMENT OF MERGER

OF

Aerospace Specification Metals, Inc.
(a Florida corporation)

AND

Aerospace Specification Metals-U.K., Inc.
(a Florida corporation)

AND

Metals USA Contract Manufacturing, Inc.
(a Delaware corporation)

PLAN AND AGREEMENT OF MERGER entered into on by Aerospace Specification Metals, Inc., a business corporation of the State of Florida, Aerospace Specification Metals-U.K., Inc., a business corporation of the State of Florida, and approved by resolution adopted by its Board of Directors on said date, and entered into on by Metals USA Contract Manufacturing, Inc., a business corporation of the State of Delaware, and approved by resolution adopted by its Board of Directors on said date.

WHEREAS Aerospace Specification Metals, Inc. is a business corporation of the State of Florida with its registered office therein located at 1201 Hays Street, City of Tallahassee, County of Leon; and

WHEREAS Aerospace Specification Metals-U.K., Inc. is a business corporation of the State of Florida with its registered office therein located at 1201 Hays Street, City of Tallahassee, County of Leon; and

WHEREAS the total number of shares of stock which Aerospace Specification Metals, Inc. has authority to issue is 1,000, all of which are of one class and of a par value of \$.01 each; and

WHEREAS the total number of shares of stock which Aerospace Specification Metals-U.K., Inc. has authority to issue is 1,000, all of which are of one class and of a par value of \$1.00 each; and

WHEREAS Metals USA Contract Manufacturing, Inc. is a business corporation of the State of Delaware with its registered office therein located at 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle; and

WHEREAS the total number of shares of stock which Metals USA Contract Manufacturing, Inc. has authority to issue is 1,000, all of which are of one class and of a par value of \$.01 each; and

WHEREAS the Florida Business Corporation Act permits a merger of a business corporation of the State of Florida with and into a business corporation of another jurisdiction; and

WHEREAS the General Corporation Law of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS Aerospace Specification Metals, Inc., Aerospace Specification Metals-U.K., Inc. and Metals USA Contract Manufacturing, Inc. and the respective Boards of Directors thereof declare it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge Aerospace Specification Metals, Inc. and Aerospace Specification Metals-U.K., Inc. with and into Metals USA Contract Manufacturing, Inc. pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Aerospace Specification Metals, Inc. and Aerospace Specification Metals-U.K., Inc. and approved by a resolution adopted by their respective Boards of Directors and being thereunto duly entered into by Metals USA Contract Manufacturing, Inc. and approved by a resolution adopted by its Board of Directors, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

1. Aerospace Specification Metals, Inc., Aerospace Specification Metals-U.K., Inc. and Metals USA Contract Manufacturing, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, Metals USA Contract Manufacturing, Inc., which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of Aerospace Specification Metals, Inc. and Aerospace Specification Metals-U.K., Inc., which are sometimes hereinafter referred to as the "terminating corporations", shall cease at said effective time in accordance with the provisions of the Florida Business Corporation Act.

2. Annexed hereto and made a part hereof is a copy of the Certificate of Incorporation of the surviving corporation as the same shall be in force and effect at the effective time in the State of Delaware of the merger herein provided for; and said Certificate of Incorporation shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first 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 by-laws of the surviving corporation.

5. Each issued share of the terminating corporations shall, at the effective time of the merger, be canceled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

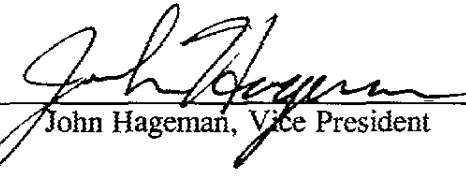
6. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the terminating corporations in accordance with the provisions of the Florida Business Corporation Act and upon behalf of the surviving corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Florida and the State of Delaware and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the terminating corporations and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.


IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Dated: 5-22-03

Metals USA Contract Manufacturing, Inc.

By: 
John Hageman, Vice President

Aerospace Specification Metals, Inc.

By: 
Terry Freeman, President

Aerospace Specification Metals-U.K., Inc.

By: 
Terry Freeman, President

CERTIFICATE OF ASSISTANT SECRETARY OF
METALS USA CONTRACT MANUFACTURING, INC.

The undersigned, being the Assistant Secretary of Metals USA Contract Manufacturing, Inc., does hereby certify that written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware

Dated: 5.22-03



Terry Freeman, Assistant Secretary of
Metals USA Contract Manufacturing, Inc.