

FILED
GREENVILLE CO. S. C. ARTICLES OF MERGER

JAN 26 1 57 PM '72

OF

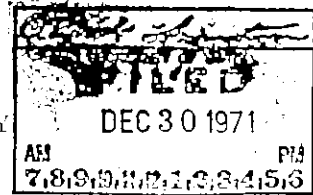
OLLIE-FARNSWORTH -
R. H. C. HICKORY STEEL AND IRON COMPANY

AND

GREENVILLE STEEL AND FOUNDRY COMPANY

INTO

CAROLINA STEEL CORPORATION



The undersigned corporations, Carolina Steel Corporation, Hickory Steel and Iron Company and Greenville Steel and Foundry Company, execute these Articles of Merger for the purpose of merging Hickory Steel and Iron Company and Greenville Steel and Foundry Company into Carolina Steel Corporation:

A. This merger is permitted by the laws of the State of North Carolina, under which Hickory Steel and Iron Company and Carolina Steel Corporation were organized and exist, and by the laws of the State of South Carolina, under which Greenville Steel and Foundry Company was organized and exists.

B. The Plan of Merger is set forth in an Agreement and Plan of Merger reading as follows:

THIS AGREEMENT AND PLAN OF MERGER, made this 15th day of December, 1971, between CAROLINA STEEL CORPORATION, a North Carolina corporation having its principal office in Greensboro, North Carolina (hereinafter referred to as "Carolina"); and HICKORY STEEL AND IRON COMPANY, a North Carolina corporation having its principal office in Hickory, North Carolina (hereinafter referred to as "Hickory"); and GREENVILLE STEEL AND FOUNDRY COMPANY, a South Carolina corporation having its principal office in Greenville, South Carolina (hereinafter referred to as "Greenville");

WITNESSETH:

Hickory and Greenville are wholly owned subsidiaries of Carolina, which owns all of the issued and outstanding capital stock of the other two. Carolina, Hickory and Greenville desire that Hickory and Greenville be merged into Carolina and the respective Boards of Directors of the corporations have adopted resolutions approving such merger and directing that it shall be made pursuant to the plan hereinafter set out in detail.

In consideration of the mutual undertakings and agreements of each other, Carolina, Hickory and Greenville, agree as follows:

CERTIFIED TO BE A TRUE AND CORRECT COPY
AS TAKEN FROM AND COMPARED WITH THE
ORIGINAL ON FILE IN THIS OFFICE.

[Signature]
SECRETARY OF STATE OF SOUTH CAROLINA

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