

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "ERGSTE WESTIG SOUTH CAROLINA INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF LIMITED PARTNERSHIP, FILED THE TWENTY-FOURTH DAY OF JULY, A.D. 1995, AT 11 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "AMERICAN PRECISION STEEL COMPANY L.P." TO "ERGSTE WESTIG SOUTH CAROLINA L.P.", FILED THE FOURTEENTH DAY OF SEPTEMBER, A.D. 1998, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "ERGSTE WESTIG SOUTH CAROLINA L.P." TO "ERGSTE WESTIG SOUTH CAROLINA INC.", FILED THE TWENTIETH DAY OF DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2001.



Harriet Smith Windsor

Secretary of State

AUTHENTICATION: 0917327

DATE: 01-16-01

2527016 8100H
010024636

PATENT
REEL: 011601 FRAME: 0640

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION.



Harriet Smith Windsor

Secretary of State

2527016 8100H

010024636

AUTHENTICATION: 0917327

DATE: 01-16-01

PATENT
REEL: 011601 FRAME: 0641

CERTIFICATE OF LIMITED PARTNERSHIP

- of -

AMERICAN PRECISION STEEL COMPANY L.P.

This Certificate of Limited Partnership of **AMERICAN PRECISION STEEL COMPANY L.P.** (the "Limited Partnership") is being executed by the undersigned for the purpose of forming a limited partnership pursuant to the Delaware Revised Uniform Limited Partnership Act.

1. The name of the Limited Partnership is **AMERICAN PRECISION STEEL COMPANY L.P.**

2. The address of the registered office of the Limited Partnership in Delaware is 32 Lookerman Square, Suite L-100, Dover, Delaware 19904. The Limited Partnership's registered agent at that address is The Prentice-Hall Corporation System, Inc.

3. The name and address of the general partner is:

E.W.P.S. Inc.

% Abberley Kooiman
521 Fifth Avenue - Suite 2200
New York, New York 10175-0050

IN WITNESS WHEREOF, the undersigned, constituting all of the general partners of the Limited Partnership, has caused this Certificate of Limited Partnership to be duly executed as of the 24th day of July 1995.

E.W.P.S. INC.

By: 
Michael L. Martell
Vice President

TOTAL P.02

CERTIFICATE OF AMENDMENT

to the

CERTIFICATE OF LIMITED PARTNERSHIP

- of -

AMERICAN PRECISION STEEL COMPANY L.P.

This Certificate of Amendment to the Certificate of Limited Partnership of **AMERICAN PRECISION STEEL COMPANY L.P.** (the "Limited Partnership") is being executed by the undersigned for the purpose of amending the Certificate of Limited Partnership of **AMERICAN PRECISION STEEL COMPANY L.P.**, pursuant to the Delaware Revised Uniform Limited Partnership Act.

1. The name of the Limited Partnership is **AMERICAN PRECISION STEEL COMPANY L.P.**

2. Section 1 of the Certificate of Limited Partnership of **AMERICAN PRECISION STEEL COMPANY L.P.** is hereby changed as follows:

"1. The name of the Limited Partnership is **ERGSTE WESTIG SOUTH CAROLINA L.P.**"

3. Section 3 of the Certificate of Limited Partnership of **AMERICAN PRECISION STEEL COMPANY L.P.** is hereby changed as follows:

"3. The name and address of the general partner is:

E.W.P.S. (1) Inc.
c/o Abberley Kooiman LLP
521 Fifth Avenue - Suite 2200
New York, New York 10175-0050"

IN WITNESS WHEREOF, the undersigned, constituting all of the general partners of the Limited Partnership, has caused this Certificate of Limited Partnership to be duly executed as of the 14th day of September 1998.

E.W.P.S. (1) INC.

By: 
Michael L. Martell, Secretary

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**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A LIMITED PARTNERSHIP
TO A CORPORATION
PURSUANT TO SECTION 265
OF THE DELAWARE GENERAL
CORPORATION LAW**

E.W.P.S. (1) Inc., the general partner of Ergste Westig South Carolina L.P., a Delaware limited partnership, hereby certifies as follows:

1. The date the Certificate of Limited Partnership was filed in the office of the Secretary of State of Delaware is July 24, 1995.
2. The name of the limited partnership immediately prior to filing this Certificate of Conversion is **Ergste Westig South Carolina L.P.**
3. The original name of the limited partnership as set forth in the Certificate of Limited Partnership is **American Precision Steel Company L.P.**
4. The name of the corporation as set forth in its Certificate of Incorporation filed in accordance with subsection (b) of Section 265 of the Delaware General Corporation Law is **Ergste Westig South Carolina Inc.**
5. The entity converting to a corporation is a limited partnership formed under the laws of the State of Delaware.
6. The conversion of the limited partnership to a corporation has been approved in accordance with the provisions of Section 265 of the Delaware General Corporation Law

Dated: December 20, 2000

E W.P.S. (1) INC., General Partner

By: Michael L. Martell
Authorized Officer

Name: Michael L. Martell
Print or Type Signature

CERTIFICATE OF INCORPORATION

- of -

ERGSTE WESTIG SOUTH CAROLINA INC.

THE UNDERSIGNED, a natural person over 21 years of age, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions and subject to the requirements of the General Corporation Law of the State of Delaware, does hereby certify as follows:

FIRST: The name of the corporation is

ERGSTE WESTIG SOUTH CAROLINA INC.

SECOND: The registered office of the corporation is to be located at 2711 Centerville Road, 400, Wilmington, Delaware 19808. The name of its registered agent at that address in the State of Delaware is Corporation Service Company.

THIRD: The purposes of the corporation are to engage in any lawful acts or activities for which a corporation may be organized under the General Corporation Law of Delaware.

Without limiting in any manner the scope and generality of the foregoing, it is hereby provided that the corporation shall have the following purposes, objects and powers:

(a) To engage in the business of manufacturing, processing, fabricating, distributing and selling precision steel products in the United States or elsewhere.

(b) to purchase, subscribe for, or otherwise acquire and own, hold,

use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities, contracts, or obligations of any corporation or corporations, association or associations, domestic or foreign, and to pay therefor in whole or in part in cash or by exchanging therefor stocks, bonds, or other evidences of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, notes, evidences of indebtedness or other securities, contracts, or obligations, to receive, collect, and dispose of the interest, dividends and income arising from such property, and to possess and exercise in respect thereof, all the rights, powers and privileges of ownership, including all voting powers on any stocks so owned.

(c) To enter into, make, perform and carry out contracts of any kind for any lawful purpose with any persons, firms, associations or corporations.

(d) To purchase, acquire, lease, own and enjoy any and all such other property, real and personal, as may be reasonably necessary for the carrying on of the business of the corporation.

(e) In general, to engage in any other lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the corporation is authorized to issue is One Thousand (1,000) shares, without par value. All such shares are of one class and are shares of common stock.

FIFTH: The corporation is to have perpetual existence.

SIXTH: The name and address of the incorporator is as follows:

NAME	ADDRESS
Michael L. Martell	521 Fifth Avenue – Suite 2200 New York, New York 10175-0050

SEVENTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the corporation, and for further definition,

limitation and regulation of the powers of the corporation and of its directors and stockholders:

1. The number of directors which shall constitute the whole Board of Directors of the corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the By-laws, but shall not be less than one. Election of directors need not be by ballot unless the By-laws so provide.

2. The Board of Directors shall have power without the assent or vote of the stockholders:

(a) To fix and vary the amount to be reserved for any proper purpose, to authorize and cause to be executed mortgages and liens upon all or any part of the property of the corporation; to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payment of dividends.

(b) To determine from time to time whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation (other than the stock ledger) or any of them, shall be open to the inspection of the stockholders.

3. The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such act or contract. Any contract or act that shall be approved or be ratified by the vote of the

holders of a majority of the stock of the corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the corporation and upon all the stockholders as though it had been approved or ratified by every stockholder of the corporation, whether or not the contract or act would otherwise be open to legal attack because of directors, interest or for any other reason.

4. In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the corporation, subject, nevertheless, to the provisions of the statutes of Delaware, of this certificate, and to any By-laws from time to time made by the stockholders, provided, however, that no By-laws so made shall invalidate any prior act of the directors which would have been valid if such By-laws had not been made.

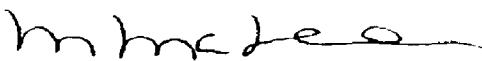
EIGHTH: The corporation shall, to the full extent permitted by Section 145 of the Delaware General Corporation Law, as the same may be amended from time to time, indemnify all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, agreement, vote of stockholders or disinterested directors or otherwise both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue

as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

NINTH: The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

TENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 20th day of December 2000.



Michael L. Martell,
Sole Incorporator

CERTIFICATE OF MERGER

OF

E.W.P.S. (1) INC.

(a Delaware corporation)

AND

ERGSTE WESTIG SOUTH CAROLINA INC.

(a Delaware corporation)

It is hereby certified that :

1. The constituent business corporations participating in the merger herein certified are:

(i) E.W.P.S. (1) Inc., which is incorporated under the laws of the State of Delaware; and

(ii) Ergste Westig South Carolina Inc., which is incorporated under the laws of the State of Delaware.

2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is Ergste Westig South Carolina Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of Ergste Westig South Carolina Inc., as now in force and effect, 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.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/27/2000
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5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows:

Ergste Westig South Carolina Inc.
475 International Circle
Summerville, South Carolina 29483

6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The Agreement of Merger between the aforesaid constituent corporations provides that the merger certified herein shall be effective on January 1, 2001.

Dated: December 26, 2000

E.W.P.S. (1) Inc.

By: mmclee
Name: Michael L. Martell
Title: Secretary

Ergste Westig South Carolina Inc.

By: mmclee
Name: Michael L. Martell
Title: Secretary

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