

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

I, TED W. BROWN,

Secretary of State of the State of Ohio, do hereby certify
that the foregoing is an exemplified copy, carefully compared
by me with the original record now in my official custody as
Secretary of State, and found to be true and correct, of the

CERTIFICATE OF ADOPTION

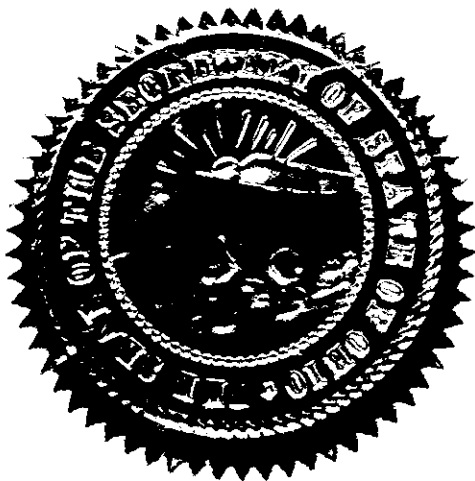
of

AMENDED ARTICLES OF INCORPORATION

of

THE YOUNGSTOWN SHEET AND TUBE COMPANY

filed in this office on the 26th day of April, A. D. 1960,
and recorded on Roll B 153, Frame 1074, of the Records of
Incorporations.



WITNESS my hand and official
seal at Columbus, Ohio, this
26th day of April, A.D. 1960,

Ted W. Brown

TED W. BROWN
Secretary of State.

CERTIFICATE OF ADOPTION
of
AMENDED ARTICLES OF INCORPORATION
of
THE YOUNGSTOWN SHEET AND TUBE COMPANY

A. S. GLOSSBRENNER, President, and R. F. DOOLITTLE, Secretary, of THE YOUNGSTOWN SHEET AND TUBE COMPANY, an Ohio corporation, with its principal office located at Youngstown, Mahoning County, Ohio, do hereby certify that a meeting of the holders of the shares of the corporation entitled to vote on the proposal before such meeting to amend the Articles of Incorporation of the corporation and to adopt Amended Articles of Incorporation of the corporation, as contained in the following resolution, was duly called for such purpose and held on April 26, 1960, at which meeting a quorum was present in person or by proxy, and that by the affirmative vote of shareholders entitled to exercise at least two-thirds of the voting power of the corporation on such proposal (no greater vote being required under the existing Articles of Incorporation), the following resolution was duly adopted:

RESOLVED, that the Articles of Incorporation of the Company be and the same are hereby amended so that the number of authorized Common Shares, without par value, be, and the same is hereby, increased from 5,000,000 to 15,000,000 and that, to effect such amendment and also to consolidate all provisions of the original Articles of Incorporation and of all prior amendments thereto which are now in force, the following Amended Articles of Incorporation are hereby adopted in their entirety:

AMENDED ARTICLES OF INCORPORATION
of
THE YOUNGSTOWN SHEET AND TUBE COMPANY

FIRST: The name of the corporation shall be THE YOUNGSTOWN SHEET AND TUBE COMPANY.

SECOND: The corporation is located and its principal business transacted at Youngstown, Mahoning County, Ohio.

THIRD: The corporation is formed for the purpose of manufacturing and selling sheet iron and steel and other iron and steel products.

FOURTH: Section 1. The number of shares that may be issued by the corporation shall be fifteen million (15,000,000) Common Shares without par value and two hundred fifty thousand (250,000) Preferred Shares of the par value of One Hundred Dollars (\$100) each.

Section 2. The Preferred Shares shall have the following terms and provisions:

The Board of Directors is authorized to adopt amendments to the Articles of Incorporation of the corporation, in respect of any unissued or treasury Preferred Shares, to fix or alter the division of such shares into series, the designation and number of shares of each series, the dividend rate, which shall not exceed seven per cent (7%) per annum, dates of payment of dividends and dates from which they are cumulative, redemption rights and price, liquidation price, sinking fund requirements, conversion rights and restrictions on issuance of shares of the same series or of any other class or series.

In the event that six quarterly dividends on Preferred Shares of any series shall be in arrears and un-

paid on the record date fixed for the determination of shareholders entitled to vote at any meeting of shareholders for the election of directors, or on the date of any such meeting if no such record date shall have been fixed, the holders of record of Preferred Shares of all series voting separately as a class and regardless of series, shall be entitled at such meeting to elect two of the members of the Board of Directors to be elected thereat, such right to elect two of the members of the Board of Directors to continue until such time as all dividends accumulated on Preferred Shares shall have been paid in full, or declared and set apart for payment. In the event that six quarterly dividends on Preferred Shares of any series shall be in arrears and unpaid on the record date fixed for the determination of shareholders entitled to vote at any meeting of shareholders, or on the date of any such meeting if no such record date shall have been fixed, every holder of record of Preferred Shares of such series shall be entitled at such meeting to one vote for each such share standing in his name on the books of the corporation on such record date, or on the date of such meeting if no such record date shall have been fixed, such right to vote to continue until such time as all dividends accumulated on Preferred Shares of such series shall have been paid in full, or declared and set apart for payment. Except as aforesaid and except as otherwise specifically provided by law, the holders of the Preferred Shares shall have no voting power. Holders of Preferred Shares shall not have any pre-emptive rights.

Section 3. One hundred sixty-seven thousand five hundred (167,500) of the authorized but unissued Common Shares of the corporation, without par value, are hereby reserved, allotted and set aside, freed and divested of pre-emptive rights thereto, for issuance and sale from time to time pursuant to and in accordance with the Restricted Stock Option Incentive Plan approved at the annual meeting of shareholders of the corporation held on April 22, 1952. If the corporation shall declare a dividend upon its Common Shares, payable in shares or other securities of the corporation, or if the outstanding Common Shares of the corpora-

tion shall be changed into the same or a different number of shares of the same or another class or into other securities of the corporation, whether through a stock split-up, recapitalization, or otherwise, then, in each such event, the unissued shares then reserved, allotted and set aside as aforesaid shall be considered and treated as though outstanding at and immediately prior to the occurrence of such event, for the sole purpose of adjusting the number and type of shares thereafter to be reserved, as aforesaid, for issuance under said Plan.

FIFTH: These Amended Articles of Incorporation shall supersede and take the place of the heretofore existing Articles of Incorporation of the corporation and all amendments thereto.

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IN WITNESS WHEREOF, A. S. GLOSSBRENNER, President, and R. F. DOOLITTLE, Secretary, of THE YOUNGSTOWN SHEET AND TUBE COMPANY, acting for and on behalf of the corporation, have hereunto subscribed their names and caused the seal of the corporation to be hereunto affixed this 26th day of April, 1960.

.....A. S. Glossbrenner.....
President

.....R. F. Doolittle.....
Secretary