

FILED/EFFECTIVE

DEC 27 8 04 AM '01

CERTIFICATE OF MERGER

BY

SECRETARY OF STATE
STATE OF IDAHO

OFFICERS OF ROCKY MOUNTAIN RECYCLING, INC.

IDAHO SECRETARY OF STATE
12/27/2001 05:00
CK: 12647 CT: 78248 BH: 436746
1 @ 30.00 = 30.00 MERGER # 2

WE, the undersigned, DON THORNTON and TRINA J. THORNTON, and each of us, hereby certify that:

1. We are, and at all times mentioned herein were, the president and secretary-treasurer, respectively, of ROCKY MOUNTAIN RECYCLING, INC.

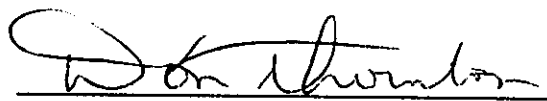
2. The agreement for merger of this corporation with ROCKY MOUNTAIN STEEL, INC. in the form attached hereto was approved by the corporation in the following manner:

On December 14, 2001, at a duly held meeting of the board of directors of this corporation, the board adopted a resolution approving the terms and conditions of the merger in accordance with the agreement of merger attached hereto, the authorized number of directors of this corporation being two, with two directors voting affirmatively for the resolution.

3. The total number of outstanding shares of stock of this corporation is 10.

IN WITNESS WHEREOF, the undersigned have executed this certificate of Nampa, Canyon County, Idaho, on the 26th day of December, 2001.

ROCKY MOUNTAIN RECYCLING INC


DON THORNTON 12/27/01
COPY

Trina J. Thornton
TRINA J. THORNTON
--Directors--

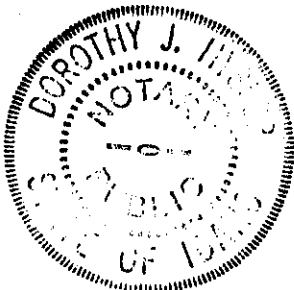
ATTEST:

Trina J. Thornton
TRINA J. THORNTON
Secretary-Treasurer

STATE OF IDAHO)
) ss.
County of Canyon)

On this 20th day of December, 2001, before me, the undersigned, a Notary Public in and for said State, personally appeared TRINA J. THORNTON, known to me, to be the Secretary-Treasurer and the Director of ROCKY MOUNTAIN STEEL, INC., an Idaho corporation, whose name is subscribed to the within and foregoing instrument, and acknowledged to me that she executed the same as Secretary-Treasurer and as Director of said corporation, and that said corporation did execute the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

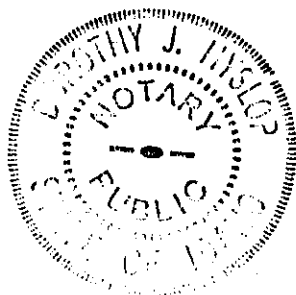


Dorothy J. Hyslop
NOTARY PUBLIC FOR IDAHO
Residence: Boise
My Commission Expires: 7/8/04

STATE OF IDAHO)
) ss.
County of Canyon)

On this 26th day of December, 2001, before me, the undersigned, a Notary Public in and for said State, personally appeared DON THORNTON, known to me to be the President and the Director of ROCKY MOUNTAIN RECYCLING, INC., an Idaho corporation, whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same as President and as Director of said corporation, and that said corporation did execute the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Dorothy J. Hyplop
NOTARY PUBLIC FOR IDAHO
Residence: Aspen
My Commission Expires: 7/8/04

MERGER AGREEMENT

THIS AGREEMENT, made and entered into this 26th day of December, 2001, by and between ROCKY MOUNTAIN STEEL, INC., a corporation organized and existing under the laws of the State of Idaho, having its principal office at Nampa, Canyon County, Idaho, and ROCKY MOUNTAIN RECYCLING, INC., a corporation organized and existing under the laws of the State of Idaho, having its principal office at Nampa, Canyon County, Idaho.

RECITALS

1. The total number of shares of stock that ROCKY MOUNTAIN STEEL, INC. is authorized to issue is 10,000 shares.
2. The total number of shares of stock that ROCKY MOUNTAIN RECYCLING, INC. is authorized to issue is 10 shares.
3. The boards of directors of the respective corporations deem it desirable and in the best interest of the corporations and their shareholders that ROCKY MOUNTAIN RECYCLING, INC. be merged into ROCKY MOUNTAIN STEEL, INC.

For the reasons set forth above, and in consideration of the mutual covenants and promises of the parties hereto, the constituent corporations agree that ROCKY MOUNTAIN RECYCLING, INC. shall be merged into ROCKY MOUNTAIN STEEL, INC. as a single corporation; and the parties agree to and prescribe the terms and conditions of such merger, the method of carrying it into effect, and the manner of converting the shares of ROCKY MOUNTAIN

RECYCLING into shares of ROCKY MOUNTAIN STEEL, INC. as hereinafter set forth.

SECTION ONE

ROCKY MOUNTAIN STEEL TO BE SURVIVING CORPORATION

ROCKY MOUNTAIN RECYCLING INC. shall be merged into ROCKY MOUNTAIN STEEL, INC. and the corporate existence of ROCKY MOUNTAIN RECYCLING INC shall cease and the corporate existence of ROCKY MOUNTAIN STEEL, INC. shall continue under the name ROCKY MOUNTAIN STEEL, INC., and ROCKY MOUNTAIN STEEL, INC., shall become the owner, without other transfer, of all the rights and property of the constituent corporations, and ROCKY MOUNTAIN STEEL, INC., shall become subject to all the debts and liabilities of the constituent corporations in the same manner as if ROCKY MOUNTAIN STEEL INC had itself incurred them.

SECTION TWO

PRINCIPAL OFFICE

The principal office of ROCKY MOUNTAIN STEEL, INC., shall remain the principal office of the corporation following this merger.

SECTION THREE

OBJECTS AND PURPOSES

The nature of the business and the objects and purposes proposed to be transacted, promoted, and carried on by the corporation following the merger shall remain the same.

SECTION FOUR
ARTICLES OF INCORPORATION

The articles of incorporation of ROCKY MOUNTAIN STEEL, INC. shall remain the same.

SECTION FIVE
BYLAWS

The present bylaws of ROCKY MOUNTAIN STEEL, INC., insofar as not inconsistent with this agreement of merger, shall be the bylaws of the corporation following the merger until altered, amended, or repealed as therein provided.

SECTION SIX
NAMES AND ADDRESSES OF DIRECTORS

The names and addresses of the persons who shall constitute the board of directors of ROCKY MOUNTAIN STEEL, INC., following merger, and who shall hold office until the first annual meeting of the shareholders of ROCKY MOUNTAIN STEEL INC., following merger, are as follows:

DON THORNTON
2515 E COMSTOCK
NAMPA ID 83651

TRINA J. THORNTON
2515 E COMSTOCK
NAMPA ID 83651

SECTION SEVEN
METHOD OF CONVERTING SHARES

Immediately upon this agreement of merger becoming effective, the shares of the constituent corporations shall, without any other action on the Part

of the respective holders thereof, become and be converted into shares of stock of ROCKY MOUNTAIN RECYCLING, INC.

SECTION EIGHT

SUBMISSION TO STOCKHOLDERS; EFFECTIVE DATE

This agreement shall be submitted to the stockholders of the constituent corporations, and if the votes of stockholders of each such corporation representing one hundred percent (100%) of the total number of shares of its capital stock shall be in favor of the adoption of this agreement, it shall take effect as the agreement of merger of the constituent corporations on the date on which it is filed in the office of the Secretary of State of the State of Idaho, together with evidence of its adoption as required by law.

IN WITNESS WHEREOF, the directors of ROCKY MOUNTAIN STEEL, INC., and the directors of ROCKY MOUNTAIN RECYCLING, INC., have executed this agreement under their respective corporate seals on the day and year first above written.

ROCKY MOUNTAIN STEEL, INC.,


DON THORNTON


TRINA J. THORNTON
--Directors--

ATTEST:

Trina J Thornton
TRINA J. THORNTON
Secretary-Treasurer

ROCKY MOUNTAIN RECYCLING INC

Don Thornton
DON THORNTON

Trina J. Thornton
TRINA J. THORNTON
--Directors--

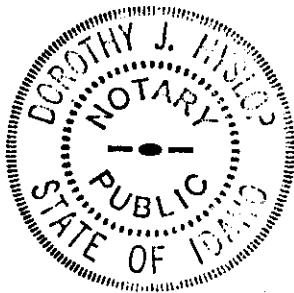
ATTEST:

Trina J. Thornton
TRINA J. THORNTON
Secretary-Treasurer

STATE OF IDAHO)
) ss.
County of Canyon)

On this 26th day of December, 2001, before me, the undersigned, a Notary Public in and for said State, personally appeared DON THORNTON, known to me to be the President and the Director of ROCKY MOUNTAIN STEEL, INC., an Idaho corporation, whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same as President and as Director of said corporation, and that said corporation did execute the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

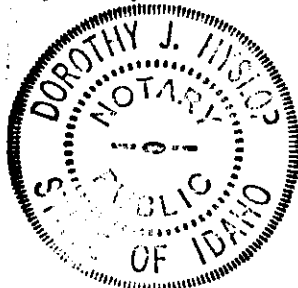


Dorothy J. Hyslop
NOTARY PUBLIC FOR IDAHO
Residence: Nampa
My Commission Expires: 7/8/04

STATE OF IDAHO)
) ss.
County of Canyon)

On this 20th day of December, 2001, before me, the undersigned, a Notary Public in and for said State, personally appeared TRINA J. THORNTON, known to me to be the Secretary-Treasurer and the Director of ROCKY MOUNTAIN STEEL, INC., an Idaho corporation, whose name is subscribed to the within and foregoing instrument, and acknowledged to me that she executed the same as Secretary-Treasurer and as Director of said corporation, and that said corporation did execute the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

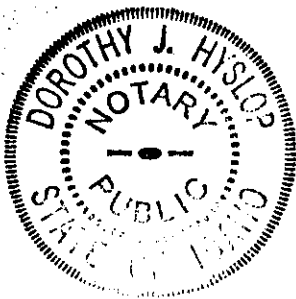


Dorothy J. Hyslop
NOTARY PUBLIC FOR IDAHO
Residence: Nampa
My Commission Expires: 7/8/04

STATE OF IDAHO)
) ss.
County of Canyon)

On this 20th day of December, 2001, before me, the undersigned, a Notary Public in and for said State, personally appeared TRINA J. THORNTON, known to me to be the Secretary-Treasurer and the Director of ROCKY MOUNTAIN RECYCLING, INC., an Idaho corporation, whose name is subscribed to the within and foregoing instrument, and acknowledged to me that she executed the same as Secretary-Treasurer and as Director of said corporation, and that said corporation did execute the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

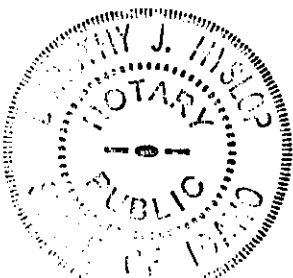


Dorothy J. Hyslop
NOTARY PUBLIC FOR IDAHO
Residence: Manapa
My Commission Expires: 7/8/04

STATE OF IDAHO)
) ss.
County of Canyon)

On this 26th day of December, 2001, before me, the undersigned, a Notary Public in and for said State, personally appeared DON THORNTON, known to me to be the President and the Director of ROCKY MOUNTAIN RECYCLING, INC., an Idaho corporation, whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same as President and as Director of said corporation, and that said corporation did execute the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Dorothy J. Hyslop
NOTARY PUBLIC FOR IDAHO
Residence: Manapa
My Commission Expires: 7/8/04