

State of Idaho



Department of State

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

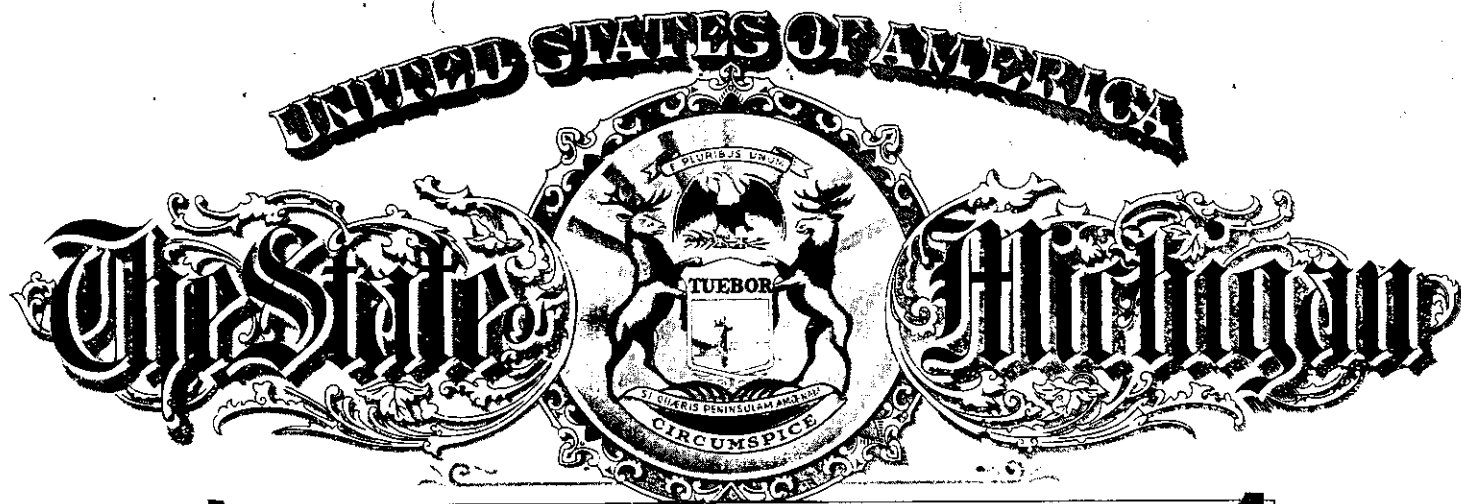
LETIS INDUSTRIES, INC.

a corporation duly organized and existing under the laws of **Michigan** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Seventeenth** day of **July**, 19 **61**, a properly authenticated copy of its articles of incorporation, and on the **Seventeenth** day of **July**, 19 **61**, a designation of **J. A. Kharle** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **17th** day of **July**, A.D. 19**61**.

Secretary of State.



Lansing, Michigan

To All To Whom These Presents Shall Come:

RAYMOND F. CLEVINGER

I, ~~Lawrence S. Gubow~~, Commissioner of the Michigan Corporation and Securities Commission, Do Hereby Certify That the Annexed Copy of
Agreement and Plan of Consolidation of LETTS DROP FORGE INCORPORATED, a Michigan corporation, THE VINCENT STEEL PROCESS COMPANY, a Michigan corporation, POWERS & SONS, INC., an Ohio corporation, and PARKS ENGINEERING, INC., a Wisconsin corporation, consolidating into a new corporation known as LETTS INDUSTRIES, INC., said corporation being duly organized under the laws of the State of Michigan
has been compared by me with the record on file in this Department and that the same is a true copy thereof, and the whole of such record.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Commission, in the City of Lansing, this
28th day of June, 1961.

Raymond F. Clevinger
Commissioner.

AGREEMENT AND PLAN OF CONSOLIDATION

AGREEMENT AND PLAN OF CONSOLIDATION made and entered into this 17th day of December, 1958, by and between LETTS INDUSTRIES, INC., a corporation to be organized under the laws of the State of Michigan and hereinafter sometimes referred to as the "Corporation"; LETTS DROP FORGE INCORPORATED, a Michigan corporation, hereinafter sometimes referred to as "LETTS"; THE VINCENT STEEL PROCESS COMPANY, a Michigan corporation, hereinafter sometimes referred to as "VINCENT"; POWERS & SONS, INC., an Ohio corporation, hereinafter sometimes referred to as "POWERS"; and PARKS ENGINEERING, INC., a Wisconsin corporation, hereinafter sometimes referred to as "PARKS"; all of which corporations, other than LETTS INDUSTRIES, INC., are hereinafter sometimes referred to in the aggregate as the "Constituent Corporations";

W I T N E S S E T H:

1. That LETTS DROP FORGE INCORPORATED was incorporated June 12, 1909, under the laws of the State of Michigan; its corporate existence was extended March 27, 1939, for a further term of thirty years; its authorized capital consists of 7,500 shares of common capital stock with a par value of \$10 per share, 6,030 shares of which are issued and outstanding; and said corporation is duly organized, existing and in good standing under the laws of the State of Michigan;

2. That THE VINCENT STEEL PROCESS COMPANY was incorporated September 22, 1909, under the laws of the State of Michigan; its corporate term was extended October 5, 1939, for a further term of thirty years; its authorized capital stock consists of 230,000 shares of common capital stock with a par value of \$1 per share, 30,000 shares of which are issued and outstanding; and said corporation is duly organized, existing and in good standing under the laws of the State of Michigan;

3. That POWERS & SONS, INC., was incorporated February 29, 1956, under the laws of the State of Ohio; its authorized capital stock consists of 500 shares of common capital stock with a par value of \$100 per share, all of which stock is issued and outstanding; and said corporation is duly organized, existing and in good standing under the laws of the State of Ohio;

4. That PARKS ENGINEERING, INC., was incorporated May 29, 1957, under the laws of the State of Wisconsin; its authorized capital stock consists of 50,000 shares of common capital stock with a par value of \$1 per share, all of which capital stock is issued and outstanding; and said corporation is duly organized, existing and in good standing under the laws of the State of Wisconsin;

5. That the principal office of LETTS DROP FORGE INCORPORATED is at 2714 West Jefferson, Detroit, Michigan, and the name and address of its resident agent is C. E. Letts, whose address is 2714 West Jefferson, Detroit, Michigan; the principal office of THE VINCENT STEEL PROCESS COMPANY is 2424 Bellevue Avenue, Detroit, Michigan, and the name and address of its resident agent is Thomas H. MacIndoe, whose address is 2424 Bellevue Avenue, Detroit, Michigan; the principal office of POWERS & SONS, INC., is Montpelier, Ohio, and the name and address of its resident agent is Lee E. Powers, whose address is Montpelier, Ohio; and that the principal office of PARKS ENGINEERING, INC., is 347 East Ward Street, Milwaukee 7, Wisconsin, and the name and address of its resident agent is James R. Parks, whose address is 347 East Ward Street, Milwaukee 7, Wisconsin;

6. That the Michigan General Corporation Act, Sections 450.52 - 450.56, authorizes the consolidation of one or more Michigan corporations with any other corporation, including a foreign corporation; that the Ohio General Corporation Law, Sections 1701.78 - 1701.85, authorizes the consolidation of one or more Ohio corporations with any other corporation, including a foreign corporation; that the Wisconsin Business Corporation Law, Sections 180.63 - 180.69, authorizes the consolidation of one or more Wisconsin

corporations with any other corporation, including a foreign corporation; and that the said corporation laws of said states authorize the consolidation of all of the within named corporations into a new corporation to be organized under the laws of the State of Michigan;

7. That the board of directors and officers of the Constituent Corporations are basically the same and are inter-locking, that the sole shareholder of each corporation is C. E. Letts, that C. E. Letts acquired the Constituent Corporations, other than LETTS DROP FORGE INCORPORATED, over the past several years because of their functional relationship with LETTS DROP FORGE INCORPORATED; that the board of directors of each of said corporations deem it to be in the best interests of their respective corporations and their sole shareholder to consolidate into a new corporation in order to achieve greater efficiency, economy and internal control due to their increasing functional relationships and inter-company business; and, that the said board of directors of each of said corporations has duly determined that the said consolidation shall be consummated on the basis of the respective book values of said corporations, it being unanimously agreed that the book value of each corporation is the fair market value of the issued and outstanding capital stock of each such corporation.

NOW, THEREFORE, the parties hereto by and between their respective board of directors have agreed, and they do hereby agree, that LETTS, VINCENT, POWERS and PARKS shall consolidate into the Corporation pursuant to the provisions of the Michigan General Corporation Act; and they do hereby further agree that the said consolidation shall be consummated in accordance with the following terms and conditions, that is to say:

FIRST: LETTS, VINCENT, POWERS and PARKS shall be and they are hereby consolidated into a new corporation to be named LETTS INDUSTRIES, INC., which corporation shall be a corporation duly organized and existing under the laws of the State of Michigan.

SECOND: The Articles of Incorporation of the Corporation are as follows:

ARTICLES OF INCORPORATION

These Articles of Incorporation are signed and acknowledged by the parties hereto for the purpose of forming a corporation for profit under the provisions of the Michigan General Corporation Act, Act No. 327 of the Public Acts of 1931, as amended, as follows:

ARTICLE I.

The name of the corporation is LETTS INDUSTRIES, INC.

ARTICLE II.

The purpose or purposes for which the corporation is formed are as follows: To conduct a drop-forge business, a heat-treat business, and a manufacturing business or any similar or related business; to manufacture, buy, sell, own, lease, acquire, use, develop, repair, maintain, service, heat-treat, process, machine, finish, tool, retool, combine, improve, forge, treat, distribute, transport, store, warehouse, operate, license, and otherwise deal with in any manner not prohibited by law property (whether real, personal or mixed), including but not limited to metals, goods, wares, materials, merchandise, intangibles, machines, equipment, tools, parts, accessories, products, chains, connecting rods, inventories, supplies and the like, and similar or related assets of every class and description; to acquire, hold, use, sell, lease, pledge, deal in, mortgage or otherwise lien, exchange, convey, transfer or dispose of any property, assets or rights referred to herein; to license, assign or grant licenses or other rights with respect to patents, inventions, improvements, processes, formulas, trade-marks, trade-names, copyrights, and the like; and to otherwise carry on any business in connection with the foregoing and in any way incident thereto; provided, however, that the corporation will not act as a common carrier or public utility. In general to carry on any business in connection therewith and incident thereto not forbidden by the laws of the State of Michigan and

with all the powers conferred upon corporations by the laws of the State of Michigan.

ARTICLE III.

Location of the first registered office is:

2714 West Jefferson

Detroit 16 (Wayne County), Michigan

Post office address of the first registered office is:

2714 West Jefferson

Detroit 16, Michigan

ARTICLE IV.

The name of the first resident agent is C. E. Letts.

ARTICLE V.

(1) The total authorized capital stock is 5,000 shares Class A preferred stock, par value \$100 per share; 6,000 shares Class B preferred stock, par value \$100 per share; 500 shares common stock, par value \$100 per share.

(2) A statement of all or any of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof is as follows:

(a) The original capital of the corporation shall consist of 5,000 shares of Class A preferred stock, 6,000 shares of Class B preferred stock and 500 shares of common stock, all shares having a par value of \$100.00 per share.

(b) The capital of the corporation shall be equal to the sum of the aggregate par value of all issued shares of stock, plus such amounts as, from time to time, by resolution of the board of directors may be transferred to capital.

(c) The entire voting power of the corporation shall be vested in the common stock and the Class A preferred stock, the holders of each class of stock being entitled to one vote for each share of stock standing in their names on the stock certificate books of the corporation. The holders

of Class B preferred stock shall not be entitled to vote, except as required by law, and except that if two consecutive annual dividends payable on Class B preferred stock are in default, then immediately upon the happening of such event, and until such defaulted dividends and all dividends subsequently defaulted are paid, the holders of Class B preferred stock shall be entitled to one vote for each share of such stock standing in their names on the stock certificate books of the corporation. Upon payment in full of the defaulted dividends, the voting power in Class B preferred stock shall cease, and the entire voting power of the corporation shall again be vested in the common stock and the Class A preferred stock.

(d) No shareholder of this corporation shall, because of his ownership of stock, have a preemptive right or other right to purchase, subscribe for, or take any part of any stock or any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase stock of this corporation issued, optioned, or sold by it after its incorporation. Any part of the capital stock and any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase stock of this corporation authorized by these Articles of Incorporation or by any amendment hereto, duly filed, may at any time be issued, optioned for sale, and sold or disposed of by this corporation pursuant to resolution of its board of directors to such persons, including but not limited to then shareholders of this corporation, and upon such terms and conditions as may to such board of directors seem proper without first offering such stock or securities or any part thereof to existing shareholders, or any of them.

(e) The holders of Class A preferred stock shall be entitled to noncumulative dividends thereon at the rate of \$4.00 per share per annum before any dividend shall be paid on the common stock. The holders of Class B preferred stock shall be entitled to cumulative dividends thereon at the rate of \$4.00 per share per annum in priority to the payment of any dividends

on Class A preferred stock or common stock; Provided, However, that prior to January 1, 1964, such Class B preferred stock shall be noncumulative; and, Provided, Further, that after December 31, 1963, such Class B preferred stock shall be cumulative for any accounting year of the corporation only in the event that the corporation realizes a net income before federal income taxes for that accounting year (without any deduction for net operating loss carryovers from past accounting years) in excess of an amount equal to ten percent (10%) of the net worth (capital plus surplus) of the corporation, computed on the basis of the net worth of the corporation as of the close of the next preceding accounting year, whereupon such Class B preferred stock shall be cumulative stock for that particular accounting year and the dividends thereon shall accumulate for said accounting year in an amount equal to such excess or in an amount equal to \$4.00 per share on such stock, whichever is lesser. Notwithstanding any proviso herein contained, the holders of Class B preferred stock shall be entitled to dividends for any accounting year at the rate of \$4.00 per share per annum before any dividend shall be declared or paid on Class A preferred stock or common stock.

All remaining accumulated or current earnings and profits which the board of directors may declare as ordinary dividends shall be distributed to the holders of the common stock exclusively.

Anything in this Article V. (2)(e) to the contrary notwithstanding, no dividends shall be declared or paid on common stock except from earned surplus and no dividends shall be declared or paid on any preferred stock except from surplus, within the meaning of Section 22, Act 327, Public Acts of 1931, as amended.

(f) In case of complete liquidation, dissolution, or distribution of substantially all of the assets of the corporation for any reason whatsoever, the holders of Class A preferred stock and Class B preferred stock shall be paid on a pro rata basis the par value of such preferred stock plus accumulated dividends, if any, before any net assets of the corporation are distributed or made available to the holders of the common stock, whereupon

the balance of the net assets, if any, of the corporation shall be distributed or made available to the holders of the common stock in proportion to their shareholdings in the corporation.

ARTICLE VI.

LETTS INDUSTRIES, INC. is being formed by the consolidation of LETTS DROP FORGE INCORPORATED, a Michigan corporation, THE VINCENT STEEL PROCESS COMPANY, a Michigan corporation, POWERS & SONS, INC., an Ohio corporation, and PARKS ENGINEERING, INC., a Wisconsin corporation, under Section 52 of the Michigan General Corporation Act, Act 327, Public Acts of 1931, as amended.

ARTICLE VII.

The names and addresses of the first board of directors are as follows:

C. E. Letts	2714 W. Jefferson	Detroit, Michigan
C. E. Letts, Jr.	2714 W. Jefferson	Detroit, Michigan
Irene Letts	22 Oakland Park	Pleasant Ridge, Michigan

ARTICLE VIII.

The term of the corporate existence is thirty years.

ARTICLE IX.

Whenever a compromise or arrangement or any plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them and/or between this corporation and its shareholders or any class of them, any court of equity jurisdiction within the State of Michigan, may on the application of this corporation or of any creditor or any shareholder thereof, or on the application of any receiver or receivers appointed for this corporation, order a meeting of the creditors or class of creditors, and/or of the shareholders or class of shareholders, as the case may be, to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors,

and/or of the shareholders or class of shareholders, as the case may be, to be affected by the proposed compromise or arrangement or reorganization, agree to any compromise or arrangement or to any reorganization of this corporation as a consequence of such compromise or arrangement, said compromise or arrangement and said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the shareholders or class of shareholders, as the case may be, and also on this corporation.

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THIRD: The principal place of business of the Corporation in Michigan shall be 2714 West Jefferson, Detroit, Michigan, and the name and address of its resident agent shall be C. E. Letts, whose address is 2714 West Jefferson, Detroit, Michigan; the principal place of business of the Corporation in Ohio shall be Montpelier, Ohio, and the name and address of its resident agent in Ohio shall be Lee E. Powers, whose address is Montpelier, Ohio; and the principal place of business of the Corporation in Wisconsin shall be 347 East Ward Street, Milwaukee 7, Wisconsin, and the name and address of its resident agent in Wisconsin shall be James R. Parks, whose address is 347 East Ward Street, Milwaukee 7, Wisconsin.

FOURTH: The within consolidation shall be made on the basis of the book values of the constituent corporations as of December 31, 1958. On December 31, 1958, the capital stock of the constituent corporations shall be converted into the capital stock of the Corporation on the basis of the respective book values of the constituent corporations as of October 31, 1958, as set forth in paragraphs (1) to (4), both inclusive of this Article FOURTH. When the respective book values of the constituent corporations as of December 31, 1958 are finally determined by the auditors of each constituent corporation, the increase or decrease in book value of each constituent corporation between October 31, 1958 and December 31, 1958 shall be adjusted by the exchange of Class B preferred stock on the basis of one share of said stock

for each One Hundred Dollars (\$100.00) of increase or decrease in book value during said period.

(1) The 6,030 shares of common capital stock of LETTS with a par value of \$10 per share shall be converted into 329 shares of common capital stock, 3,136 shares of Class A preferred stock and 3,464 shares of Class B preferred stock of the Corporation; and each holder of the shares of common capital stock of LETTS shall be deemed to be the holder of the number of shares of common stock, Class A preferred stock and Class B preferred stock of the Corporation resulting from the conversion of such shares of common capital stock of LETTS on such basis.

(2) The 30,000 shares of common capital stock of VINCENT with a par value of \$1 per share shall be converted into 75 shares of common capital stock, 713 shares of Class A preferred stock and 788 shares of Class B preferred stock of the Corporation; and each holder of the shares of common capital stock of VINCENT shall be deemed to be the holder of the number of shares of common stock, Class A preferred stock and Class B preferred stock of the Corporation resulting from the conversion of such shares of common capital stock of VINCENT on such basis.

(3) The 500 shares of common capital stock of POWERS with a par value of \$100 per share shall be converted into 64 shares of common capital stock, 616 shares of Class A preferred stock and 681 shares of Class B preferred stock of the Corporation; and each holder of the shares of common capital stock of POWERS shall be deemed to be the holder of the number

of shares of common capital stock, Class A preferred stock and Class B preferred stock of the Corporation resulting from the conversion of such shares of common capital stock of POWERS ~~on~~ on such basis.

(4) The 50,000 shares of common capital stock of PARKS with a par value of \$1 per share shall be converted into 32 shares of common capital stock, 302 shares of Class A preferred stock and 334 shares of Class B preferred stock of the Corporation; and each holder of the shares of common capital stock of PARKS shall be deemed to be the holder of the number of shares of common capital stock, Class A preferred stock and Class B preferred stock of the Corporation resulting from the conversion of such shares of common capital stock of PARKS on such basis.

(5) Each holder of any outstanding certificate or certificates representing shares of common capital stock of LETTS, VINCENT, POWERS and/or PARKS shall be entitled, upon the surrender of such certificate or certificates at the principal office of the Corporation, to receive in exchange therefor certificates representing the number of shares of common capital stock, Class A preferred stock and Class B preferred stock of the Corporation represented by the certificate or certificates so surrendered and converted;

(6) Anything in this Article Fourth to the contrary notwithstanding, the Corporation shall not be required upon any such conversion to issue certificates representing any fraction of a share of stock; and C. E. LETTS, as sole shareholder of all of the

constituent corporations, hereby waives any right to such fractional shares, if any, or to the fair value thereof.

(7) The holders of outstanding certificates representing shares of common capital stock of LETTS, VINCENT, POWERS and/or PARKS shall not be entitled to receive any dividends and shall not be accorded any other rights with respect to their shares until they have surrendered their certificates for certificates of the Corporation, as hereinabove provided.

FIFTH: The terms and conditions of the consolidation are as follows:

(1) The board of directors of the Corporation shall be as follows and they shall hold office until their respective successors shall be elected and qualified:

C. E. LETTS
IRENE LETTS
C. E. LETTS, JR.

(2) The officers of the Corporation shall be as follows and they shall hold office until their respective successors shall be elected and qualified:

Chairman of the Board and President	C. E. LETTS
Executive Vice President	C. E. LETTS, JR.
Vice President in charge of PARKS ENGINEERING Division	JAMES R. PARKS
Vice President in charge of production of POWERS & SONS Division	WINN POWERS
Vice President in charge of sales of POWERS & SONS Division	LEE E. POWERS
Vice President in charge of sales of THE VINCENT STEEL PROCESS Division	THOMAS H. MacINDOE
Vice President in charge of production of THE VINCENT STEEL PROCESS Division	CHARLES W. FRITZ
Secretary-Treasurer	NORA H. ELLIS

(3) The Corporation shall pay all the expenses of carrying this Agreement into effect and of consummating the consolidation.

(4) No corporation, a party to this Agreement, shall incur, prior to the effective date of the consolidation, any obligation not within the express contemplation of this Agreement, whether by contract or otherwise, except pursuant to existing agreements and arrangements and except in the ordinary course of business, nor dispose of any material portion of its business or property.

(5) Upon the effective date of the consolidation herein:

(a) The separate existence of all the constituent corporations, except the Corporation, shall cease, except that whenever any conveyance, assignment, transfer, deed or other instrument or act is necessary to vest property or rights in the Corporation, the then surviving officers of the respective constituent corporations shall execute, acknowledge and deliver such instruments and do such acts as may be necessary or proper in the circumstances and for such purposes the existence of the constituent corporations and the authority of their respective officers and board of directors shall be deemed continued notwithstanding the consolidation;

(b) The constituent corporations shall become a single corporation designated as the Corporation;

(c) The Corporation shall have all the rights, immunities, powers, franchises and authority and shall be subject to all the obligations of a corporation duly organized and existing under the Michigan General Corporation Act;

(d) The Corporation shall thereupon and thereafter possess all the rights, privileges, immunities, powers, franchises and authority, as well of a public as of a private nature, of each of the constituent corporations and all property of every description and every interest therein and all obligations, including subscriptions to shares, owing or belonging to or due to each of the constituent corporations shall thereafter

be taken and deemed to be transferred to and vested in the Corporation without further act or deed; and title to any real estate or any interest therein vested in any of the constituent corporations shall not revert or not in any way be impaired by reason of such consolidation;

(e) The Corporation shall thenceforth be liable for all the obligations of each of the constituent corporations, including liability to dissenting shareholders, if any, and any claim existing or any action, proceeding or claim pending by or against any of the constituent corporations may be prosecuted to judgment with right of appeal as in other cases by each respective constituent corporation as if such consolidation had not taken place, or the Corporation may be substituted in its place.

(f) All the rights of creditors of each constituent corporation shall be preserved unimpaired and all liens upon the property of any of the constituent corporations shall be preserved unimpaired but limited in lien to the property affected by such liens immediately prior to the effective date of the consolidation; and

(g) To the extent permitted by the laws of the State of Ohio and Wisconsin, the provisions of this paragraph shall apply in each such State, as well as the State of Michigan.

(6) Upon the effective date of the consolidation, the assets and liabilities of the constituent corporations shall be carried on the books of the Corporation at the amounts at which they respectively were carried on the books of each constituent corporation. For accounting purposes and federal income tax purposes the capital and surplus of the constituent corporations shall be converted entirely into capital stock of the Corporation on the basis of the respective book values of the constituent corporations as of the close of business December 31, 1958, subject in each case to such

inter-company adjustments or eliminations, if any, as may be required to give effect to the consolidation; PROVIDED, HOWEVER, that the aggregate amount of the net assets of the constituent corporations which was legally available for the payment of dividends immediately prior to consolidation shall continue to be available for the payment of dividends by the Corporation.

(7) This Agreement may be terminated and this consolidation may be revoked and cancelled:

(a) By written notice from the board of directors of any one or more of the constituent corporations to the other corporations prior to approval by the shareholders of all the constituent corporations of said Agreement and consolidation; or

(b) By mutual written consent of the board of directors of the constituent corporations prior to the effective date of the consolidation.

SIXTH: This Agreement and Plan of Consolidation or a duly approved and executed copy thereof, and such additional copies as may be required by law, shall be duly filed with the Michigan Corporation and Securities Commission, the Secretary of the State of Ohio, and the Secretary of the State of Wisconsin, as required by law. The consolidation herein provided for shall be and become effective for accounting purposes and federal income tax purposes as of the close of business December 31, 1958.

SEVENTH: The Corporation will do business in the State of Ohio under the name LETTS INDUSTRIES, INC.; it hereby makes application for license to do business in the State of Ohio under said name; and its resident agent and principal place of business in the State of Ohio shall be as set forth in Article THIRD hereof. The Corporation hereby consents to service of any process, notice, or demand upon its resident agent or the Secretary of State of Ohio as required by the laws of said State.

EIGHTH: The Corporation will do business in the State of Wisconsin under the name LETTS INDUSTRIES, INC.; it hereby makes application for license to do business in the State of Wisconsin under said name; and its resident agent and principal place of business in the State of Wisconsin shall be as set forth in Article THIRD hereof. The Corporation hereby consents to service of any process, notice, or demand upon its resident or agent or the Secretary of State of Wisconsin as required by the laws of said State.

NINTH: The shareholders of the Corporation shall adopt regulations and by-laws for the conduct of the business of the Corporation at the first meeting of shareholders.

TENTH: The Corporation hereby consents that it may be sued and served with process in the State of Ohio in any proceeding for the enforcement of any obligation of POWERS & SONS, INC. and in any proceeding for the enforcement of the rights of any dissenting shareholder of POWERS & SONS, INC. against the Corporation; the Corporation hereby appoints the Secretary of State of Ohio as its agent to accept service of process in any such proceeding; and the Corporation hereby agrees that it will promptly pay to dissenting shareholders, if any, of any constituent corporation the amount, if any, to which they are entitled under the corporation statute of the respective States of incorporation of the constituent corporations with respect to rights of dissenting shareholders.

ELEVENTH: The Corporation hereby consents that it may be sued and served with process in the State of Wisconsin in any proceeding for the enforcement of any obligation of PARKS ENGINEERING, INC. and in any proceeding for the enforcement of the rights of any dissenting shareholder of PARKS ENGINEERING, INC. against the Corporation; the Corporation hereby appoints the Secretary of State of Wisconsin as its agent to accept service of process in any such proceeding; and the Corporation hereby agrees that it will promptly pay to dissenting shareholders, if any, of any constituent corporation the amount, if any, to which they are entitled under the corporation statute of the respective

States of incorporation of the constituent corporations with respect to rights of dissenting shareholders.

TWELFTH: It is hereby represented by the parties hereto that all of the provisions of the laws of the States of Michigan, Ohio and Wisconsin with respect to the consolidation of corporations, including the consolidation of domestic and foreign corporations, have been complied with by the constituent corporations and LETTS INDUSTRIES, INC.

THIRTEEN: This Agreement and Plan of Consolidation shall constitute the Plan of Consolidation and Articles of Consolidation of the parties hereto for the purposes of the Wisconsin Business Corporation Law, the Agreement of Merger under the Michigan General Corporation Act and the Ohio General Corporation Law.

FOURTEENTH: The signatories to this Agreement constitute all of the members of the board of directors of each of the constituent corporations.

IN WITNESS WHEREOF, pursuant to authority duly given by their board of directors, the parties hereto have caused this Agreement to be duly executed by all of their directors and the corporate seals to be duly affixed the day and year first above written.

LETTS DROP FORGE INCORPORATED
(SEAL)

By: C. E. Letts, Sr.
By: C. E. Letts, Jr.
By: Irene Letts
By: Jerry D. Luptak

Being all of the Board of Directors

POWERS & SONS, INC. (SEAL)

By: C. E. Letts, Sr.
By: C. E. Letts, Jr.
By: Edson K. Pool
By: Wilm Powers
By: Lee E. Powers

Being all of the Board of Directors

THE VINCENT STEEL PROCESS COMPANY
(SEAL)

By: C. E. Letts, Sr.
By: C. E. Letts, Jr.
By: Nora H. Ellis

Being all of the Board of Directors

PARKS ENGINEERING, INC. (SEAL)

By: C. E. Letts, Sr.
By: C. E. Letts, Jr.
By: James R. Parks

Being all of the Board of Directors

I, the undersigned, do hereby certify that I am the Secretary of LETTS DROP FORGE INCORPORATED, a Michigan corporation. I do further certify that the foregoing Agreement and Plan of Consolidation was submitted to the shareholders of LETTS DROP FORGE INCORPORATED at a meeting held duly on the 17th day of December, 1958, called for the purpose of taking the same into consideration. Due notice of the time, place and object of such meeting was given by publication at least once a week for three successive weeks next preceding the date of such meeting in a newspaper published in Wayne County of Michigan, that being the county wherein such corporation has its registered office. A copy of such notice was mailed to the last known post office address of each shareholder of said corporation at least twenty days prior to the date of such meeting. I do further certify that at said meeting the foregoing Agreement was considered and a vote by ballot was taken for the adoption or refusal of the same, each voter being entitled to one vote for each share held. I do further certify that the holder of all of the issued and outstanding capital stock of said corporation unanimously voted for the adoption of said Agreement.

IN WITNESS WHEREOF, I have set my hand and the seal of LETTS DROP FORGE INCORPORATED this 17th day of December, 1958.

Nora H. Ellis
Nora H. Ellis, Secretary
Letts Drop Forge Incorporated

(SEAL)

I, the undersigned, do hereby certify that I am the Secretary of THE VINCENT STEEL PROCESS COMPANY, a Michigan corporation. I do further certify that the foregoing Agreement and Plan of Consolidation was submitted to the shareholders of THE VINCENT STEEL PROCESS COMPANY at a meeting held duly on the 17th day of December, 1958 called for the purpose of taking the same into consideration. Due notice of the time, place and object of such meeting was given by publication at least once a week for three successive weeks next preceding the date of such meeting in a newspaper published in Wayne County of Michigan, that being the county wherein such corporation has its registered office. A copy of such notice was mailed to the last known post office address of each shareholder of said corporation at least twenty days prior to the date of such meeting. I do further certify that at said meeting the foregoing Agreement was considered and a vote by ballot was taken for the adoption or refusal of the same, each voter being entitled to one vote for each share held. I do further certify that the holder of all of the issued and outstanding capital stock of said corporation unanimously voted for the adoption of said Agreement.

IN WITNESS WHEREOF, I have set my hand and the seal of THE VINCENT STEEL PROCESS COMPANY this 17th day of December, 1958.

Nora H. Ellis
Nora H. Ellis, Secretary
The Vincent Steel Process Company

(SEAL)

We, C. E. LETTS and NORA H. ELLIS, being respectively the President and Secretary of LETTS DROP FORGE INCORPORATED, a Michigan corporation, do hereby execute the foregoing Agreement for and in behalf of LETTS DROP FORGE INCORPORATED under its corporate seal being thereunto duly authorized.

LETTS DROP FORGE INCORPORATED

DATED: 12/17/58

C. E. Letts, President

(SEAL)

Nora H. Ellis, Secretary

STATE OF MICHIGAN)
) ss.
COUNTY OF WAYNE)

On this 17th day of December, 1958, before me, a Notary Public in and for said County and State, personally appeared the above named C. E. LETTS, President, and NORA H. ELLIS, Secretary of LETTS DROP FORGE INCORPORATED, the corporation which executed the foregoing Agreement, who acknowledged that they did sign and seal said Agreement on behalf of said corporation by authority of its board of directors and that the same is the free act, deed and agreement of said corporation.

Notary Public, Wayne County, Michigan

My Commission Expires: 3-17-61

We, C. E. LETTS and NORA H. ELLIS, being respectively the President and Secretary of THE VINCENT STEEL PROCESS COMPANY, a Michigan corporation, do hereby execute the foregoing Agreement for and in behalf of THE VINCENT STEEL PROCESS COMPANY under its corporate seal being thereunto duly authorized.

THE VINCENT STEEL PROCESS COMPANY

DATED: 12/17/58

C. E. Letts, President
C. E. Letts, President

(SEAL)

Nora H. Ellis, Secretary
Nora H. Ellis, Secretary

STATE OF MICHIGAN)
COUNTY OF WAYNE) ss.

On this 17th day of December, 1958, before me, a Notary Public in and for said county and state, personally appeared the above named C. E. LETTS, President, and NORA H. ELLIS, Secretary of THE VINCENT STEEL PROCESS COMPANY, the corporation which executed the foregoing Agreement, who acknowledged that they did sign and seal said Agreement on behalf of said corporation by authority of its board of directors and that the same is the free act, deed and agreement of said corporation.

Notary Public, Wayne County, Michigan

My commission expires: 2-17-61

We, C. E. LETTS and NORA H. ELLIS, being respectively the President and Secretary of POWERS & SONS, INC., an Ohio corporation, do hereby execute the foregoing Agreement for and in behalf of POWERS & SONS, INC., under its corporate seal being thereunto duly authorized.

POWERS & SONS, INC.

DATED: 12/17/58
(SEAL)

C. E. Letts, President
Nora H. Ellis, Secretary

STATE OF MICHIGAN)
COUNTY OF WAYNE) ss.

On this 17th day of December, 1958, before me, a Notary Public in and for said county and state, personally appeared the above named C. E. LETTS, President, and NORA H. ELLIS, Secretary, of POWERS & SONS, INC., the corporation which executed the foregoing Agreement, who acknowledged that they did sign and seal said Agreement on behalf of said corporation by authority of its board of directors and that the same is the free act, deed and agreement of said corporation.

Notary Public, Wayne County, Michigan
My commission expires: 2-17-61

We, JAMES R. PARKS and NORA H. ELLIS, being respectively the President and Secretary of PARKS ENGINEERING, INC., a Wisconsin corporation, do hereby execute the foregoing Agreement for and in behalf of PARKS ENGINEERING, INC. under its corporate seal being thereunto duly authorized.

PARKS ENGINEERING, INC.

DATED 12/17/58
(SEAL)

James R. Parks
James R. Parks, President

Nora H. Ellis
Nora H. Ellis, Secretary

STATE OF MICHIGAN
COUNTY OF WAYNE

SS.

On this 17th day of December, 1958, before me, a Notary Public in and for said county and state, personally appeared the above named JAMES R. PARKS, President, and NORA H. ELLIS, Secretary, of PARKS ENGINEERING, INC., the corporation which executed the foregoing Agreement, who acknowledged that they did sign and seal said Agreement on behalf of said corporation by authority of its board of directors and that the same is the free act, deed and agreement of said corporation.

Robert J. Brunning
Notary Public, Wayne County, Mich.
My commission expires: 2-17-61


STATE OF MICHIGAN)
) ss.
COUNTY OF WAYNE)

I, the undersigned, being first duly sworn according to law, do depose and say that I am the President of PARKS ENGINEERING, INC., a Wisconsin corporation; and that such corporation has complied in all respects with the Wisconsin Business Corporation Law in effecting the consolidation of PARKS ENGINEERING, INC., a Wisconsin corporation, POWERS & SONS, INC., an Ohio corporation, LETTS DROP FORGE INCORPORATED, a Michigan corporation, and THE VINCENT STEEL PROCESS COMPANY, a Michigan corporation, into LETTS INDUSTRIES, INC., a Michigan corporation.


James R. Parks, President
PARKS ENGINEERING, INC.

Subscribed and sworn to before me this

17th day of December, A.D., 1958.


Notary Public, Wayne County, Michigan

My Commission Expires: 2-17-61

STATE OF MICHIGAN)
) ss.
COUNTY OF WAYNE)

I, the undersigned, being first duly sworn according to law, do depose and say that I am the President of POWERS & SONS, INC., an Ohio corporation; and that such corporation has complied in all respects with the Ohio General Corporation Law in effecting the consolidation of POWERS & SONS, INC., an Ohio corporation, PARKS ENGINEERING, INC., a Wisconsin corporation, LETTS DROP FORGE INCORPORATED, a Michigan corporation, and THE VINCENT STEEL PROCESS COMPANY, a Michigan corporation, into LETTS INDUSTRIES, INC., a Michigan corporation.


C. E. Letts, President
POWERS & SONS, INC.

Subscribed and sworn to before me this

17th day of December, A.D., 1958.


Notary Public, Wayne County, Michigan

My commission expires: 2-17-61

We, the undersigned, do hereby certify that we are the President and Secretary, respectively, of POWERS & SONS, INC., an Ohio corporation; that the foregoing document is a true copy of the Agreement of Consolidation of POWERS & SONS, INC., PARKS ENGINEERING, INC., a Wisconsin corporation, THE VINCENT STEEL PROCESS COMPANY, a Michigan corporation, and LETTS DROP FORGE INCORPORATED, a Michigan corporation, into a new corporation, LETTS INDUSTRIES, INC., a Michigan corporation; and that the said Agreement of Consolidation was duly adopted by the unanimous vote of the shareholders of the corporation at a meeting duly called and held for such purpose.

POWERS & SONS, INC.

DATED: 12/17/58

(SEAL)

C. E. Letts, President

Nora H. Ellis, Secretary

LETTS INDUSTRIES, INC., a Michigan corporation, hereby agrees that it may be served with process in the State of Wisconsin in any proceeding for the enforcement of any obligation of PARKS ENGINEERING, INC., a Wisconsin corporation, and in any proceeding for the enforcement of the rights of a dissenting shareholder of PARKS ENGINEERING, INC. against LETTS INDUSTRIES, INC.; LETTS INDUSTRIES, INC. hereby irrevocably appoints the Secretary of State of Wisconsin as its agent to accept service of process in any such proceeding; and LETTS INDUSTRIES, INC. hereby agree that it will promptly pay to the dissenting shareholders of PARKS ENGINEERING, INC. the amount, if any, to which they shall be entitled under the provisions of the Wisconsin Business Corporation Law with respect to the rights of dissenting shareholders.

LETTS INDUSTRIES, INC.

DATED: 12/17/58

C. E. Letts, President
C. E. Letts, President

Nora H. Ellis, Secretary
Nora H. Ellis, Secretary