

State of Idaho

Department of State.

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that duplicate originals of Articles of merger of FERGUSON COMPANY, a Delaware corporation not qualified in Idaho into NATIONAL STEEL CORPORATION, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue, of the authority vested in me by law, I issue this certificate of merger, and attach hereto a duplicate original of the Articles of Merger.

Dated January 7, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Therilyn Johnson
Corporation Clerk

80 JAN 7 PM CERTIFICATE OF OWNERSHIP AND MERGER

SECRETARY OF
STATE

MERGING

FERGUSON COMPANY

INTO

NATIONAL STEEL CORPORATION

* * * *

National Steel Corporation, a corporation organized and existing under the laws of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 7th day of November 1929, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the capital stock of Ferguson Company, a corporation incorporated pursuant to the Corporation Act of the State of West Virginia.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on the 19th day of December 1979, determined to and did merge into itself said Ferguson Company:

RESOLVED, that National Steel Corporation merge, and it hereby does merge into itself said Ferguson Company, and assumes all of its obligations.


RESOLVED, that the merger shall become effective on January 2, 1980.

RESOLVED, that the proper officers of this corporation be, and they hereby are, directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Ferguson Company and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

IN WITNESS WHEREOF, said National Steel Corporation has caused this certificate to be signed by R. S. Smith, its Senior Vice President, and attested by G. B. Angevine, its Secretary, this 20th day of December 1979.

ATTEST:

NATIONAL STEEL CORPORATION



Secretary

By 

Senior Vice President



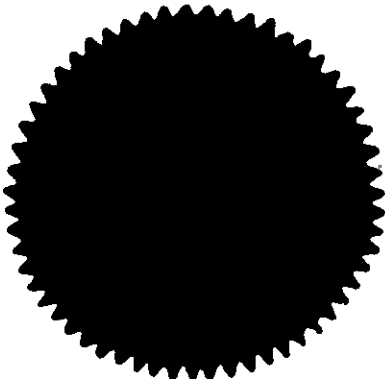
State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Ownership of the "NATIONAL STEEL CORPORATION ", a corporation organized
and existing under the laws of the State of Delaware, merging "FERGUSON COMPANY", a
corporation organized and existing under the laws of the State of West Virginia,
pursuant to Section 253 of the General Corporation Law of the State of Delaware,
as received and filed in this office the twenty-sixth day of December, A.D. 1979,
at 10 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this twenty-sixth *day*
of December *in the year of our Lord*
one thousand nine hundred and seventy-nine.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State