

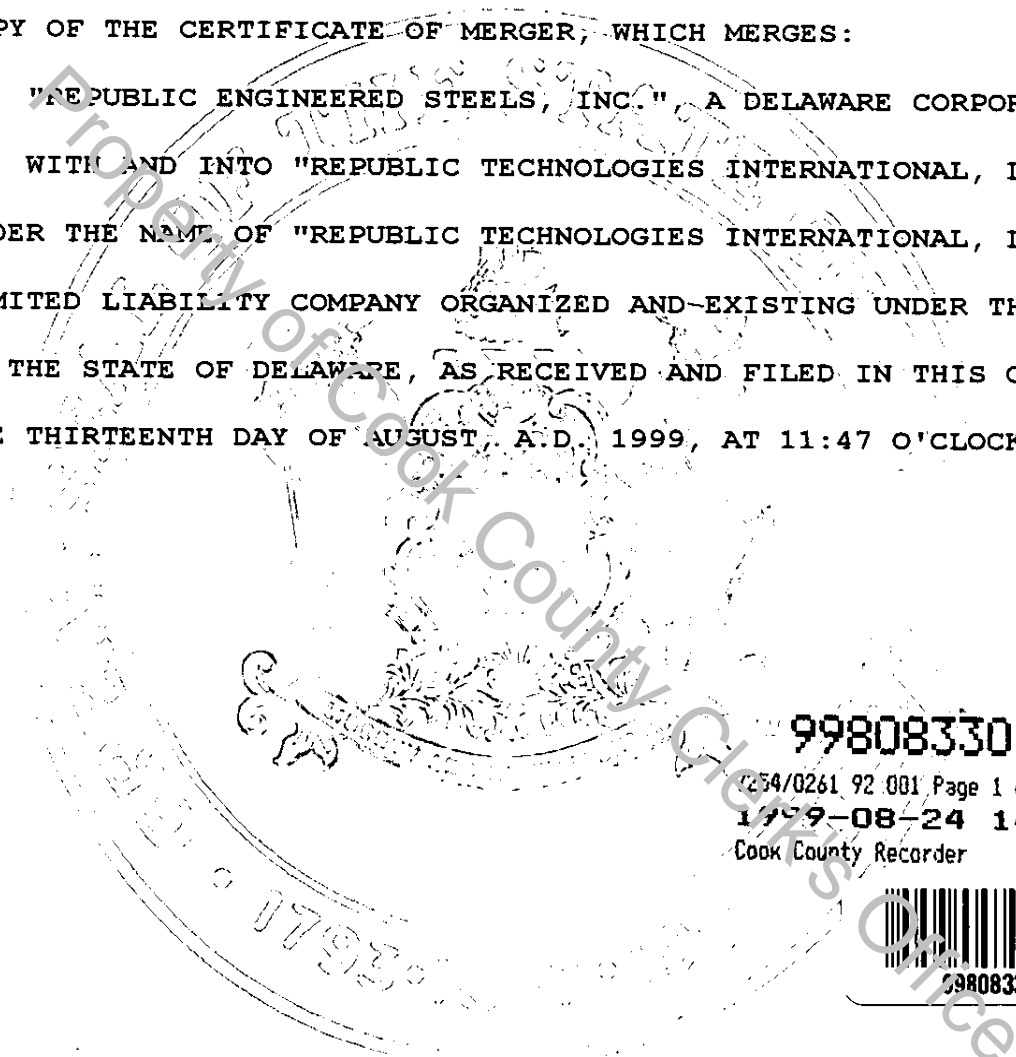
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"REPUBLIC ENGINEERED STEELS, INC.", A DELAWARE CORPORATION, WITH AND INTO "REPUBLIC TECHNOLOGIES INTERNATIONAL, LLC" UNDER THE NAME OF "REPUBLIC TECHNOLOGIES INTERNATIONAL, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF AUGUST, A.D. 1999, AT 11:47 O'CLOCK A.M.

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Cook County Recorder 47.00



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9928493

DATE:

08-18-99

BOX 333

UNOFFICIAL COPY

CERTIFICATE OF MERGER

99808330

OF

REPUBLIC ENGINEERED STEELS, INC.

WITH AND INTO

99808330

REPUBLIC TECHNOLOGIES INTERNATIONAL, LLC

Pursuant to Section 18-209 of the
Delaware Limited Liability Company Act

The undersigned limited liability company organized and existing under and by virtue of the Delaware Limited Liability Company Act of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of formation of each of the constituent entities to the merger are as follows:

<u>Name</u>	<u>State of Formation</u>
Republic Technologies International, LLC (the "Company")	Delaware
Republic Engineered Steels, Inc. ("RESI")	Delaware

SECOND: That the RESI Merger Agreement, dated as of August 13, 1999, among the Company, RESI and RES Holding Corporation ("RES Holding"), a Delaware corporation of which RESI is a wholly-owned subsidiary (the "Merger Agreement"), has been approved, adopted, certified, executed and acknowledged by the Company in accordance with the requirements of Section 18-209 of the Delaware Limited Liability Company Act and by RESI in accordance with the requirements of Section 264 of the Delaware General Corporation Law (the "DGCL"). In the case of RESI, the Merger Agreement was adopted by the written consent of sole stockholder of RESI in accordance with Section 228 of the DGCL.

THIRD: That the name of the surviving company of the merger is Republic Technologies International, LLC.

FOURTH: That the executed Merger Agreement is on file at the principal place of business of the surviving company. The address of the principal place of business of the surviving company is 3770 Embassy Parkway, Akron, Ohio 44333-8367.

FIFTH: That a copy of the Merger Agreement will be furnished by the surviving company, on request and without cost, to any member of the Company or any person holding an interest in RESI.

Republic Technologies International, LLC

By: Joseph F. Lapinsky

Name: Joseph F. Lapinsky

Title: President and Chief Operating Officer

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