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007/011 # 2

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BOOKING FILE
ACT/007/0011

State of Delaware

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Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF MUELLER INDUSTRIES, INC., A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING SHARON STEEL CORPORATION A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF PENNSYLVANIA, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1990, AT 4:23 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

|||||



910025072

Michael Harkins
 Michael Harkins, Secretary of State

AUTHENTICATION: 12912128

DATE: 01/04/1991

CERTIFICATE OF OWNERSHIP AND MERGER

OF

SHARON STEEL CORPORATION

INTO

MUELLER INDUSTRIES, INC.

Pursuant to Sections 103 and 253
of the
General Corporation Law
of the
State of Delaware

Sharon Steel Corporation, a Pennsylvania corporation
("Sharon"), hereby certifies as follows:

FIRST: Sharon owns 100% of the outstanding shares of
common stock, \$0.01 par value per share, of Mueller Industries,
Inc., a Delaware corporation ("Mueller").

SECOND: The Trustee of Sharon appointed pursuant to
Title 11, Chapter 11 of the United States Code (the "Chapter 11
Trustee"), by written consent dated December 26, 1990, pursuant
to Section 1903(b) and Subchapter C. of Chapter 19 of the
Pennsylvania Business Corporation Law of 1988 of the Commonwealth
of Pennsylvania (the "PBCL"), duly adopted resolutions
authorizing the merger of Sharon with and into Mueller (the
"Merger"), pursuant to which Mueller will be the surviving
corporation. A true copy of such resolutions is annexed hereto
as Exhibit A. Such resolutions have not been modified or
rescinded and are in full force and effect as of the date hereof.

THIRD: In accordance with Section 1903(b) of the PBCL,
the Chapter 11 Trustee has approved the Merger, which merger is a

part of and pursuant to the Third Amended and Restated Plan of Reorganization for Sharon, dated September 27, 1990, as modified by a motion dated November 19, 1990, for an Order approving modification of such plan, under Title 11, Chapter 11 of the United States Code (the "Plan of Reorganization"), which such Plan of Reorganization, as so modified, was confirmed by the Bankruptcy Court for the Western District of Pennsylvania, Erie Division on November 20, 1990.

FOURTH: The Merger shall become effective (i) upon the filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware; (ii) upon the filing of the Articles of Merger with the Secretary of the Commonwealth of Pennsylvania in accordance with Section 1927 of the PBCL; and (iii) pursuant to the Plan of Reorganization, upon consummation of the Reorganized Sharon Private Placement (as defined in the Plan of Reorganization).

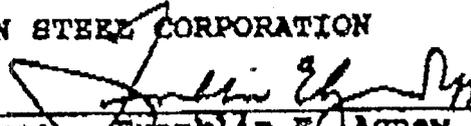
FIFTH: The Certificate of Incorporation, as amended, of Mueller shall continue to be the Certificate of Incorporation of Mueller Industries, Inc., the surviving corporation in the Merger.

NOTICE OF APPOINTMENT OF TRUSTEE is attached as Exhibit B.

IN WITNESS WHEREOF, the Chapter 11 Trustee has signed
this Certificate of Ownership and Merger on behalf of Sharon
Steel Corporation this 28 day of December, 1990.

SHARON STEEL CORPORATION

By:


Name: Franklin E. Agnew, III
Title: Chapter 11 Operating
Trustee

Attest:



Name: Melvin G. Sander
Title: Secretary

EXHIBIT A

RESOLVED, that the Trustee of the bankruptcy estate of the Corporation hereby declares it advisable and authorizes the Corporation to merge itself with and into MUELLER INDUSTRIES, INC., ("Mueller") a Delaware corporation and wholly-owned subsidiary of the Corporation, whereupon (i) the separate existence of the Corporation shall cease and Mueller shall be the surviving corporation; (ii) each share of common stock of the Corporation outstanding immediately prior to the effective time of the merger shall be cancelled and (iii) 7,000,000 shares of common stock, par value \$0.01 per share, of Mueller shall be issued on a pro rata basis to the holders of the Allowed General Unsecured Claims (as defined in the Reorganization Plan referenced below) or otherwise held in a Disputed Claims Reserve (as defined in the Reorganization Plan referenced below) under the Third Amended and Restated Plan of Reorganization for the Corporation, dated September 27, 1990, as modified by a motion dated November 19, 1990, for an Order approving modification of such plan, under Title 11, Chapter 11 of the United States Code (the "Reorganization Plan") confirmed by the Bankruptcy Court for the Western District of Pennsylvania, Erie Division on November 20, 1990; and in furtherance thereof, that the Articles of Merger be filed with the Secretary of the Commonwealth of Pennsylvania and the Certificate of Ownership and Merger be filed with the Secretary of State of the State of Delaware substantially in the forms previously supplied to the Trustee;

RESOLVED, that the form, terms and provisions of the Agreement and Plan of Merger substantially in the form previously supplied to the Trustee, be, and hereby are, in all respects approved, and the Trustee and each of the officers of the Corporation be, and they hereby are, authorized to take such further actions as they, in their sole discretion, deem necessary or appropriate in order to effectuate the Agreement and Plan of Merger;

RESOLVED, that the Trustee and each of the officers of the Corporation be, and they hereby are, authorized to execute and acknowledge in the name and on behalf of the Corporation the Articles of Merger; and that the Trustee and each of the officers be, and they hereby are, authorized to cause such executed Articles of Merger to be filed with the Secretary of the Commonwealth of Pennsylvania in accordance with Section 1927 of the Pennsylvania Business Corporation Law of 1988 ("PBCL");

UNITED STATES BANKRUPTCY COURT
DISTRICT OF PENNSYLVANIA

IN THE MATTER OF:
SEARON STEEL CORPORATION

Chapter 11

Case No. 87-00207/E

NOTICE OF APPOINTMENT OF TRUSTEE

Debtor:

TO: Franklin E. Agnew, Suite 1474, DSI Tower, Pittsburgh, PA 15219

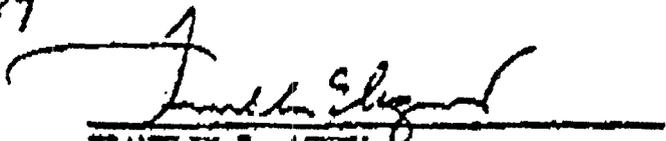
You are hereby notified of your appointment as Trustee of the estate of the above named debtor. The amount of your Bond has been fixed at \$ 1,500,000.00. Your Bond must be filed with the United States Trustee within five (5) days of the date of your appointment (Sec. 322).



HUGH H. LEONARD
UNITED STATES TRUSTEE

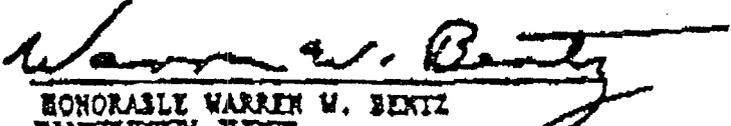
DATED: JANUARY 24, 1987

I HEREBY ACCEPT APPOINTMENT AS TRUSTEE HEREIN THIS 25th DAY OF January, 1987



FRANKLIN E. AGNEW
TRUSTEE

APPOINTMENT OF Franklin E. Agnew AS TRUSTEE IS APPROVED THIS 26th DAY OF January, 1987



HONORABLE WARREN W. BENTZ
BANKRUPTCY JUDGE