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The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

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ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS
(General Laws, Chapter 156B, Section 82)

Wc. Peter A. Oulley, President /XXXXXXXXXXXX

and Donna M. Njewola, XXXXX / *Assistant Clerk

of (2) Fiber Spool & Tube Corp.
(Exact name of corporation)

organized under the laws of Delaware and herein called the parent corporation,
certify as follows:

1. That the subsidiary corporation(s) to be merged into the parent corporation is/are:

	NAME	STATE OF ORGANIZATION	DATE OF ORGANIZATION
(H)	Fiberspar, Inc. 042946180	Massachusetts	8/7/91 (merger 8/30/91)
(K)	Fiberspar Spoolable Products, Inc. 043650221	Massachusetts	5/1/89
(H)	Fiberspar Acquisition Corp. 000424959	Massachusetts	3/29/93

2. The parent corporation, at the date of the vote, owned not less than ninety percent (90%) of the outstanding shares of each class of stock of the subsidiary corporation or corporations with which it has voted to merge.

Item 3 below may be deleted if all the corporations are organized under the laws of Massachusetts and if General Laws, Chapter 156B is applicable to them.

3. That in the case of each of the above named corporations, the laws of the state of its organization, if other than Massachusetts, permit the merger herein described, and that all action required under the Laws of each such state in connection with this merger has been duly taken.

*Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.

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P.C.

4. That at a meeting of the directors of the parent corporation, the following vote, pursuant to General Laws, Chapter 156B, Section 82, Subsection (a) was duly adopted:

[See Additional Sheets]

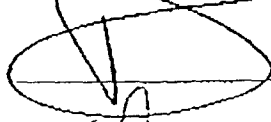
Note: Votes, for which the space provided above is not sufficient, should be listed on additional sheets to be numbered 4A, 4B, etc. Additional sheets must be 8 1/2 x 11 and have a left hand margin of 1 inch. Only one side should be used.

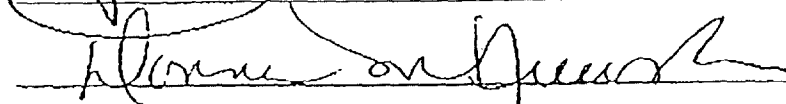
5. The effective date of the merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date, which shall not be more than *thirty days* after the date of filing.

Section 6 below may be deleted if the parent corporation is organized under the laws of Massachusetts.

6. The parent corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any corporation organized under the laws of Massachusetts with which it has merged, and any obligation hereafter incurred by the parent corporation, including the obligation created by General Laws, Chapter 156B, Section 82, Subsection (c), so long as any liability remains outstanding against the parent corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligations, including taxes, in the same manner as provided in Chapter 181.

SIGNED UNDER THE PENALTIES OF PERJURY, this 19th day of December, 2000.


_____, *President / ~~XXXXXX~~


_____, ~~XXXXXX~~ / *Assistant Clerk.

**Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.*

ADDITIONAL SHEET 4A

Merger with Fiberspar Spoolable Products, Inc.

RESOLVED: That the Company effect a merger (the "Merger") with Fiberspar Spoolable Products, Inc., a Massachusetts corporation and the wholly owned subsidiary of the Company ("Fiberspar Spoolable"), with the Company being the surviving company, pursuant to an Agreement and Plan of Merger, by and between the Company and Fiberspar Spoolable, in substantially the form attached hereto as Exhibit A (the "Fiberspar Spoolable Plan") whereby, among other things, all outstanding shares of the capital stock of Fiberspar Spoolable shall be cancelled and the separate existence of Fiberspar Spoolable shall cease at the effective time of the Fiberspar Spoolable Plan, except insofar as it may be continued by law or in order to carry out the purposes of the Fiberspar Spoolable Plan, and except as continued in the Company as the surviving corporation.

RESOLVED: That, subject to the approval of the Fiberspar Spoolable Plan by the stockholders, the proper officers of the Company be and they hereby are authorized and directed to make, execute and acknowledge Articles of Merger and a Certificate of Merger in the office of the Secretary of the Commonwealth of Massachusetts and the office of the Secretary of State of the State of Delaware, respectively, and to do all acts and things whatsoever, whether within or without the Commonwealth of Massachusetts or the State of Delaware, which may be necessary or proper to effect said merger; and that such merger shall become effective upon the effective filing of all documents or instruments necessary to perfect such merger pursuant to the requirements of the laws of the Commonwealth of Massachusetts and the State of Delaware.

ADDITIONAL SHEET 4B

Merger with Fiberspar, Inc.

RESOLVED: That the Company effect a merger (the "Merger") with Fiberspar, Inc., a Massachusetts corporation and the wholly owned subsidiary of the Company ("Fiberspar"), with the Company being the surviving company, pursuant to an Agreement and Plan of Merger, by and between the Company and Fiberspar, in substantially the form attached hereto as Exhibit B (the "Fiberspar Plan") whereby, among other things, all outstanding shares of the capital stock of Fiberspar shall be cancelled and the separate existence of Fiberspar shall cease at the effective time of the Fiberspar Plan, except insofar as it may be continued by law or in order to carry out the purposes of the Fiberspar Plan, and except as continued in the Company as the surviving corporation.

RESOLVED: That, subject to the approval of the Fiberspar Plan by the stockholders, the proper officers of the Company be and they hereby are authorized and directed to make, execute and acknowledge Articles of Merger and a Certificate of Merger in the office of the Secretary of the Commonwealth of Massachusetts and the office of the Secretary of State of the State of Delaware, respectively, and to do all acts and things whatsoever, whether within or without the Commonwealth of Massachusetts or the State of Delaware, which may be necessary or proper to effect said merger; and that such merger shall become effective upon the effective filing of all documents or instruments necessary to perfect such merger pursuant to the requirements of the laws of the Commonwealth of Massachusetts and the State of Delaware.

ADDITIONAL SHEET 4C

Merger with Fiberspar Acquisition Corp.

RESOLVED: That the Company effect a merger (the "Merger") with Fiberspar Acquisition Corp., a Massachusetts corporation and the wholly owned subsidiary of the Company ("Fiberspar Acquisition"), with the Company being the surviving company, pursuant to an Agreement and Plan of Merger, by and between the Company and Fiberspar Acquisition, in substantially the form attached hereto as Exhibit C (the "Fiberspar Acquisition Plan") whereby, among other things, all outstanding shares of the capital stock of Fiberspar Acquisition shall be cancelled and the separate existence of Fiberspar Acquisition shall cease at the effective time of the Fiberspar Acquisition Plan, except insofar as it may be continued by law or in order to carry out the purposes of the Fiberspar Acquisition Plan, and except as continued in the Company as the surviving corporation.

RESOLVED: That, subject to the approval of the Fiberspar Acquisition Plan by the stockholders, the proper officers of the Company be and they hereby are authorized and directed to make, execute and acknowledge Articles of Merger and a Certificate of Merger in the office of the Secretary of the Commonwealth of Massachusetts and the office of the Secretary of State of the State of Delaware, respectively, and to do all acts and things whatsoever, whether within or without the Commonwealth of Massachusetts or the State of Delaware, which may be necessary or proper to effect said merger; and that such merger shall become effective upon the effective filing of all documents or instruments necessary to perfect such merger pursuant to the requirements of the laws of the Commonwealth of Massachusetts and the State of Delaware.

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS
(General Laws, Chapter 156B, Section 82)

I hereby approve the within Articles of Merger of Parent and Subsidiary Corporations and, the filing fee in the amount of \$ 250.00 having been paid, said articles are deemed to have been filed with me this 30 day of DECEMBER, 2000.

Effective date: _____

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Alyssa Adams
TESTA, HURLWITZ and THREAVULT, LLP
125 HIGH STREET
BOSTON, MA 02110
Telephone: (617) 248-7000

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