

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Merger and Change of Name		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
EI Acquisition Co.		10/26/2004	CORPORATION: DELAWARE
Envirosource, Inc.		10/26/2004	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Mill Services Corporation		
Street Address:	1155 Business Center Drive		
City:	Horsham		
State/Country:	PENNSYLVANIA		
Postal Code:	19044-3454		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2152516	ENVIROSOURCE	
Registration Number:	2265657	WE'VE GOT YOU COVERED	
Registration Number:	2300616	ENVIROSOURCE TECHNOLOGIES	
CORRESPONDENCE DATA			
Fax Number:	(212)455-2502		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(212) 455-2254		
Email:	ksolomon@stblaw.com		
Correspondent Name:	Robyn Rahbar, Esq		
Address Line 1:	Simpson Thacher & Bartlett LLP		
Address Line 2:	425 Lexington Avenue		
Address Line 4:	New York, NEW YORK 10017		
NAME OF SUBMITTER:	Robyn Rahbar		
Signature:	/rr/		

OP \$90.00 2152516

Date:

02/02/2005

Total Attachments: 6

source=ENVSC-MS#page1.tif

source=ENVSC-MS#page2.tif

source=ENVSC-MS#page3.tif

source=ENVSC-MS#page4.tif

source=ENVSC-MS#page5.tif

source=ENVSC-MS#page6.tif

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, 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:

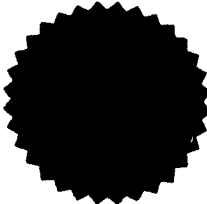
"EI ACQUISITION CO.", A DELAWARE CORPORATION,

WITH AND INTO "ENVIROSOURCE, INC." UNDER THE NAME OF "MILL SERVICES CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF OCTOBER, A.D. 2004, AT 12:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2125188 8100M

040771165



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3434929

DATE: 10-26-04

TRADEMARK
REEL: 003020 FRAME: 0542

CERTIFICATE OF MERGER

MERGING

EI ACQUISITION CO.
(a Delaware corporation)

INTO

ENVIROSOURCE, INC.
(a Delaware corporation)

Under Section 251 of the General Corporation Law of the State of Delaware (the "DGCL")

THE UNDERSIGNED corporation, Envirosource, Inc. (the "Company") does hereby certify that:

FIRST: The name and state of domicile of each of the constituent entities (the "Constituent Entities") in the merger are as follows:

<u>Name</u>	<u>State of Domicile</u>
EI Acquisition Co.	Delaware
Envirosource, Inc.	Delaware

SECOND: An Agreement and Plan of Merger, dated as of September 23, 2004 (the "Agreement and Plan of Merger"), by and among Envirosource Holdings LLC (renamed Mill Services Holdings LLC), EI Acquisition Co., Envirosource, Inc., the Principal Company Stockholders named therein, the Stockholder Representative named therein and Wellspring Capital Partners III, L.P. has been adopted, approved, certified, executed, and acknowledged by each of the Constituent Entities in accordance with Section 251 of the DGCL.

THIRD: The Company shall be the surviving corporation of the merger. The name of the surviving corporation will be changed to "Mill Services Corporation".

FOURTH: The merger shall be effective at 8:00 a.m. (New York time) on October 26, 2004.

FIFTH: Upon effectiveness of the merger, the certificate of incorporation of the Company, as the surviving corporation, shall be amended and restated and shall be in the form as provided in Exhibit A hereto.

SIXTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation located at 1155 Business Center Drive, Horsham Pennsylvania 19044-3454.

SEVENTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of the Constituent Entities.

[Signature page to follow]

IN WITNESS WHEREOF, Envirosource, Inc. has caused this Certificate of Merger to be duly executed in its name this 26th day of October, 2004.

ENVIROSOURCE, INC.

By: Raymond S. Kaba
Name: Raymond S. Kaba
Title: President + CEO

Signature Page to Certificate of Merger

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
MILL SERVICES CORPORATION

FIRST: The name of the corporation (hereinafter referred to as the "Corporation") is "Mill Services Corporation"

SECOND: The registered office of the Corporation is the State of Delaware is to be located at 1209 Orange Street in the City of Wilmington, County of New Castle. The name of its registered agent at that address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware from time to time as amended.

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is 2,500,000 shares of common stock, par value of \$0.001 per share.

FIFTH: In furtherance and not in limitation of the powers conferred by law, subject to any limitations contained elsewhere in this Certificate of Incorporation, by-laws of the Corporation may be adopted, amended or repealed by a majority of the board of directors of the Corporation, but any by-laws adopted by the Board of Directors may be amended or repealed by the stockholders entitled to vote thereon. Election of directors need not be by written ballot.

SIXTH: The Corporation shall indemnify, to the full extent permitted by Section 145 of the General Corporation Law of Delaware, as amended from time to time, all persons whom it may indemnify pursuant thereto. No director shall be personally liable to the Corporation or any stockholder for monetary damages for breach of fiduciary duty as a director, except for any matter in respect of which such director shall be liable under Section 174 of Title 8 of the General Corporation Law of Delaware or any amendment thereto or successor provision thereto or shall be liable by reason that, in addition to any and all other requirements for such liability, such director (i) shall have breached his or her duty of loyalty to the Corporation or its stockholders, (ii) shall not have acted in good faith or, in failing to act, shall not have acted in good faith, (iii) shall have acted in a manner involving intentional misconduct or a knowing violation of law or, in failing to act, shall have acted in a manner involving intentional misconduct or a knowing violation of law or (iv) shall have derived an improper personal benefit. Neither the amendment nor repeal of this Article Sixth or the adoption of any provision of the Certificate of Incorporation inconsistent with this Article Sixth, shall eliminate or reduce the effect of this Article Sixth in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article Sixth, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

SCHEDULE A

U.S. Trademark Registrations and Applications

<u>Trademark</u>	<u>Registration or Serial Number</u>
Envirosource	2,152,516
We've Got You Covered	2,265,657
Envirosource Technologies	2,300,616