PLAINTIFF'S EXHIBIT
TPI-454

CERTIFICATE OF INCORPORATION

OF

TYLER PIPE INDUSTRIES, INC.

FIRST. The name of the corporation is TYLER PIPE INDUSTRIES, INC.

SECOND. The corporation's registered office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its registered agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington, Delaware

THIRD. The nature of the business, or objects or purposes to be transacted, promoted or carried on are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, and, in general, to carry on any other business in connection with the foregoing and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the General Corporation Law of the State of Delaware. The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this Certificate of Incorporation.

FOURTH. This corporation is authorized to issue one thousand (1000) shares of capital stock, which shall be common stock, one dollar ($1.00) par value each.

No stockholder of the corporation shall by reason of his holding shares of any class have any pre-emptive or preferential rights to purchase or subscribe to any shares of any class of the corporation, now or hereafter to be authorized, or any notes, debentures bonds, or other securities convertible into or carrying warrants or options to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares or such notes, debentures, bonds, or other securities would adversely affect the dividend or voting rights of such stockholder, other than such rights, if any, as the board of directors, in its discretion, may fix; and the board of directors may issue shares of any class of the corporation, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, without offering any such shares of any class, either in whole or in part, to the existing stockholders of any class.

FIFTH. Cumulative voting for the election of directors shall not be permitted.

SIXTH. The minimum amount of capital with which the corporation will commence business is One Thousand Dollars ($1,000).

SEVENTH. The names and mailing addresses of the incorporators are as follows:

Name	Mailing Address
Neil J. O'Brien	1000 LTV Tower, Dallas, Texas
Larry Schoenbrun	1000 LTV Tower, Dallas, Texas
Charles B. Cannon	1000 LTV Tower, Dallas, Texas

EIGHTH. The number of directors shall be fixed in the manner provided in the Bylaws of the corporation, and until changed in the manner provided in the Bylaws shall be three (3); and the names and mailing addresses of those who are to serve as directors until the first annual meeting of the shareholders, or until their successors be elected and qualify are as follows:

Name	Mailing Address
John A. Warner	P. O. Box 2027, Tyler, Texas
Joseph F. McKinney	3121 Southland Center, Dallas, Texas
Frederick R. Meyer	3121 Southland Center, Dallas, Texas

NINTH. The corporation is to have perpetual existence.

TENTH. The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever.

ELEVENTH. The following provisions are adopted for the management of the business and for the conduct of the affairs of the corporation, and for creating, defining, limiting and regulating the powers of the corporation, its directors and stockholders:

(a) The business and affairs of the corporation shall be managed by its board of directors, and the board of directors shall have power to exercise all the powers of the corporation, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.

(b) The board of directors shall have power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any Bylaws adopted by them from time to time.

TWELFTH. Whenever a compromise or arrangement is proposed between the corporation and its creditors or any class of them and/or between the corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the corporation or of any creditor or stockholder thereof, or on the

14

application of any receiver or receivers appointed for the corporation under the provisions of Section 291 of Title 8 of the Delaware Code, or on the application of trustees in dissolution or of any receiver or receivers appointed for the corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the corporation, as the case may be, to be summoned in such manner as the court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders, or class of stockholders of the corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the corporation, as the case may be, and also on the corporation.

THIRTEENTH. Meetings of stockholders may be held outside of the State of Delaware, if the Bylaws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the Bylaws of the corporation. Elections of directors need not be by ballot unless the Bylaws of the corporation so provide.

FOURTEENTH. Every person who was or is a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or a person of whom he is the legal representative is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director or officer of another corporation, or as its representatives in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the General Corporation Law of the State of Delaware from time to time against all expenses, liability and loss (including attorneys' fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person. Such right of indemnification shall not be exclusive of any other right which such directors, officers or representatives may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, vote of stockholders, provision of law or otherwise, as well as their rights under this Article.

The board of directors may adopt bylaws from time to time with respect to indemnification to provide at all times the fullest indemnification permitted by the General Corporation Law of the State of Delaware and may cause the corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the corporation would have the power to indemnify such person.

FIFTEENTH. Except as may be otherwise provided in the General Corporation Law of Delaware, no contract, act or transaction of this corporation with any person or persons, firm, trust or association, or any other corporation shall be affected or invalidated by the fact that any director, officer or stockholder of this corporation is a party to, or is interested in, such contract, act or transaction, or in any way connected with any such person or persons, firm, trust or association, or is a director, officer or stockholder of, or otherwise interested in, any such other corporation, nor shall any duty to pay damages on account to this corporation be imposed upon such director, officer or stockholder of this corporation solely by reason of such fact, regardless of whether the vote, action or presence of any such director, officer of stockholder may be, or may have been, necessary to obligate this corporation on, or in connection with, such contract, act or transaction, provided that if such vote, action or presence is, or shall have been necessary, such interest or connection (other than an interest as a non-controlling shareholder of any such other corporation) be known or disclosed to the board of directors of this corporation.

SIXTEENTH. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

We, the undersigned, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 22 day of January, 1971.

Neil J. O'Brien

Neil J. O'Brien

Larry Schoenbrun

Larry Schoenbrun

Charles B. Cannon

Charles B. Cannon

00007

THE STATE OF TEXAS)
)
COUNTY OF DALLAS)

BE IT REMEMBERED that on this [illegible] day of [illegible], 1971, personally came before me, a Notary Public for the State of Texas, NEIL J. O'BRIEN, LARRY SCHOENBRUN and CHARLES B. CANNON, all the parties to the foregoing Certificate of Incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers respectively and that the facts therein stated are truly set forth.

GIVEN UNDER MY HAND AND SEAL OF OFFICE the day and year aforesaid.

[illegible]
Notary Public in and for Dallas County, Texas

00008