

ARTICLES OF MERGER

OF

ANACONDA ALUMINUM COMPANY,
INTERNATIONAL SMELTING AND REFINING COMPANY,
ANACONDA AMERICAN BRASS COMPANY, AND
ANACONDA WIRE AND CABLE COMPANY

INTO

THE ANACONDA COMPANY

Pursuant to the provisions of Section 15-2268, Revised Codes of Montana, 1947, as amended, The Anaconda Company, a corporation organized and existing under the laws of the State of Montana (hereinafter sometimes called the "Surviving Corporation"), and owning at least ninety-five percent of the shares of each class of Anaconda Aluminum Company and International Smelting and Refining Company, both Montana corporations, Anaconda American Brass Company, a Connecticut corporation, and Anaconda Wire and Cable Company, a Delaware corporation (hereinafter sometimes called the "Constituent Subsidiaries"), hereby executes the within Articles of Merger:

1. The following Plan of Merger was approved by resolution of the Board of Directors of The Anaconda Company adopted on November 2, 1972.

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"WHEREAS, The Anaconda Company, a Montana corporation (hereinafter called 'the Surviving Corporation'), owns all the outstanding shares of each class of Anaconda Aluminum Company, a Montana corporation, International Smelting and Refining Company, a Montana corporation, Anaconda American Brass Company, a Connecticut corporation, and Anaconda Wire and Cable Company, a Delaware corporation (hereinafter collectively called 'the Constituent Subsidiaries' and individually a 'Constituent Subsidiary'); and

"WHEREAS, the Board of Directors of the Surviving Corporation has determined that it would be in the best interests of the Surviving Corporation to merge each Constituent Subsidiary into the Surviving Corporation;

"NOW THEREFORE, pursuant to the laws of the States of Montana, Connecticut and Delaware,

1. Effective at the opening of business on January 1, 1973 (such date and time being hereinafter called 'the effective date of the merger'), the Surviving Corporation hereby merges into itself each Constituent Subsidiary and assumes all the liabilities and obligations of each Constituent Subsidiary;

2. Every share of each class of the Constituent Subsidiaries which shall be outstanding immediately prior to the effective date of the merger shall, by virtue of the merger and without any action on the part of the Surviving Corporation, be extinguished and cease to exist and shall not be or become shares of the Surviving Corporation, and no shares of the Surviving Corporation shall be issued as a result of the merger; and

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3. The Certificate of Incorporation of the Surviving Corporation as heretofore amended shall be and remain the Certificate of Incorporation of the Surviving Corporation after the effective date of the merger until further amended as provided therein or by law."

2. The number of outstanding shares of each class of the Constituent Subsidiaries, all of which are owned by the Surviving Corporation, are as follows:

<u>Constituent Subsidiary</u>	<u>Class</u>	<u>Number of Shares Outstanding - All Owned by Surviving Corporation</u>
Anaconda Aluminum Company	Capital Stock	7,599,971
International Smelting and Refining Company	Capital Stock	200,000
Anaconda American Brass Company	Capital Stock	150,000
Anaconda Wire and Cable Company	Capital Stock	250

3. The Surviving Corporation, as sole shareholder of each Constituent Subsidiary, has waived mailing of the Plan of Merger to shareholders of the Constituent Subsidiaries.

4. The laws of the States of Connecticut and Delaware, under which Anaconda American Brass Company and Anaconda Wire and Cable Company, respectively, are organized,

permit the merger of said companies into the Surviving Corporation in the manner provided in the Plan of Merger.

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Merger to be executed in its name by H. L. Edwards, its Vice President and L. T. Houser, its Assistant Secretary this 12th day of December, 1972.

THE ANACONDA COMPANY

By _____
Vice President

and _____
Assistant Secretary

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

I, Mildred M. Nelson, a Notary Public in and for the County and State aforesaid, hereby certify that on the 11th day of December, 1972, personally appeared before me L. T. Houser, who being by me first duly sworn, declared that he is the Assistant Secretary of The Anaconda Company, a Montana corporation, that he, as such Assistant Secretary, duly executed the foregoing Articles of Merger and acknowledged said Articles of Merger to be his act and deed and the act and deed of said corporation, and that the statements contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Notary Public

[Notarial Seal]

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