

A447095

**RESTATED ARTICLES OF INCORPORATION
OF**

**RELIANCE STEEL & ALUMINUM CO.,
a California Corporation**

ENDORSED
FILED
in the office of the Secretary of State
of the State of California

MAY 25 1984

TONY MILLER
Acting Secretary of State

JOE D. CRIDER and YVETTE M. SCHIOTIS certify that:

1. They are the President and the Secretary, respectively, of Reliance Steel & Aluminum Co., a California corporation.

2. The Restated Articles of Incorporation of Reliance Steel & Aluminum Co., filed April 6, 1988, are hereby amended and restated to read as follows:

"ARTICLE I

The name of this corporation is:

Reliance Steel & Aluminum Co.

ARTICLE II

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE III

This corporation is authorized to issue two classes of shares, designated respectively "Common Stock" and "Preferred Stock". The number of

authorized shares of Common Stock is 20,000,000, and the number of authorized shares of Preferred Stock is 5,000,000. Shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors is authorized to fix the number of shares of each series of Preferred Stock and to determine the designation of each series. The Board of Directors is also authorized to determine or alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series and, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, to increase or decrease (but not below the number then outstanding) the number of shares of any series subsequent to the issue of shares of that series.

Upon the amendment of this Article III to read as set forth above, each outstanding share of Common Stock (previously designated a "common share") is divided into two shares of Common Stock.

ARTICLE IV

Section 1. *Limitation of Directors' Liability.* The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

Section 2. *Indemnification of Corporate Agents.* The corporation is authorized to provide indemnification of its agents as defined in Section 317 of the California General Corporation Law for breach of their duty to the corporation and its shareholders through bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by such Section 317, subject to the limits on such excess indemnification set forth in Section 204 of the California General Corporation Code.

Section 3. *Repeal or Modification.* Any repeal or modification of the foregoing provisions of this Article IV shall not adversely affect any right of indemnification or limitation of liability of an agent of the corporation relating to acts or omissions occurring prior to such repeal or modification."


3. The foregoing Restated Articles of Incorporation of Reliance Steel & Aluminum Co., have been approved by the Board of Directors at a meeting held April 21, 1994.

4. The foregoing Restated Articles of Incorporation have been approved by written consent in lieu of the required vote of the shareholders of said corporation in accordance with

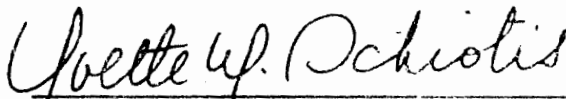
Sections 603 and 902 of the California General Corporation Law; the total number of outstanding shares of the single class of shares entitled to vote is 3,670,809; and the number of shares consenting to the foregoing amendment and this Certificate exceeded the vote required, such required vote being a majority of the outstanding common shares.

The undersigned do further each hereby declare under penalty of perjury that the matters set forth in the foregoing certificate are true of his or her own knowledge.

Executed at Los Angeles, California, on May 24, 1994.



Joe D. Crider, President



Yvette M. Schiotis, Secretary