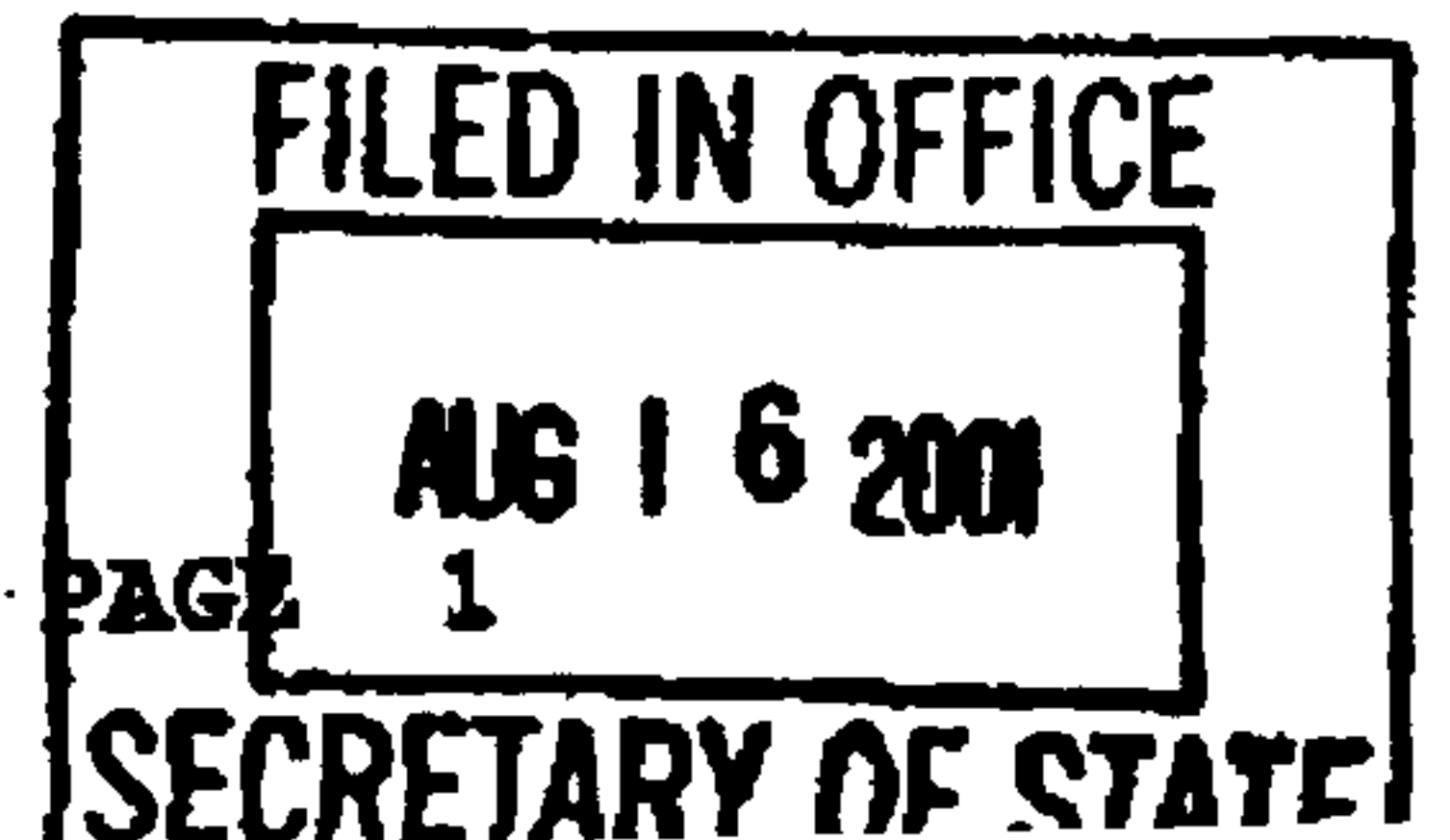


State of Delaware
Office of the Secretary of State



20020930000468420 Pg 1/6 26.00
Shelby Cnty Judge of Probate, AL
09/30/2002 09:51:00 FILED/CERTIFIED

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:

"USX CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "UNITED STATES STEEL LLC" UNDER THE NAME OF
"UNITED STATES STEEL LLC", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE SECOND DAY OF JULY, A.D. 2001, AT 8:30
O'CLOCK A.M.

2001 3245
Filed in the Above
INCORPORATION Book & Page
11-28-2001 11:53:55 AM
W. Hardy McCollum - Probate Judge
Tuscaloosa County, Alabama



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0630117 8100M

010320918

AUTHENTICATION: 1224358

DATE: 07-03-01

✓ Daniel Prudhomme
389 Revere Rd.
Tuscaloosa, AL 35405

CERTIFICATE OF MERGER

OF

USX CORPORATION

INTO

UNITED STATES STEEL LLC

2001 3246
Filed in the Above
INCORPORATION Book & Page
11-28-2001 11:53:55 AM

Pursuant to Sections 18-204 and 18-209 of the Limited Liability Company Act of the State of Delaware and Sections 251(g) and 264 of the General Corporation Law of the State of Delaware

FIRST: The name and jurisdiction of formation or organization and domicile of each of the constituent entities are: United States Steel LLC, which was formed as and is a Delaware limited liability company (the "Company") and USX Corporation, which was organized as and is a Delaware corporation ("USX").

SECOND: A Holding Company Reorganization Agreement, dated as of July 1, 2001, by and between USX and the Company (the "Agreement"), providing for the merger (the "Merger") of USX with and into the Company pursuant to Sections 251 and 264 of the General Corporation Law of the State of Delaware (the "DGCL") and Section 18-209 of the Limited Liability Company Act of the State of Delaware (the "DLLCA"), has been approved, adopted, certified, executed, and acknowledged by each of the Company and the Corporation in accordance with Section 18-209 of the DLLCA, in the case of the Company, and Sections 251(g) and 264 of the DGCL, in the case of USX.

THIRD: The name of the surviving limited liability company shall be United States Steel LLC.

FOURTH: The executed Agreement is on file at the offices of the Company at 600 Grant Street, Pittsburgh, Pennsylvania 15219-476. A copy of the

Agreement will be furnished by the Company, on request and without cost, to any member of the Company or any stockholder of USX.

FIFTH: The effective time of the Merger shall be at 8:30 a.m. Eastern Daylight Time on July 2, 2001.

2001 3247
Filed in the Above
INCORPORATION Book & Page
11-28-2001 11:53:55 AM

IN WITNESS WHEREOF, the Company has caused this Certificate of Merger to be signed by an authorized person as of July 2, 2001.

UNITED STATES STEEL LLC

By: R. M. Stanton
Name: R. M. Stanton
Title: Authorized Person

2001 3248
Filed in the Above
INCORPORATION Book & Page
11-28-2001 11:53:55 AM
W. Hardy McCollum - Probate Judge
Tuscaloosa County, Alabama

24914.03-Wingsman B1A

Secretary of State
State of Alabama

I hereby certify that this is a
true and complete copy of the
document filed in this office
on 8-16-2001
DATE 11-19-2001

Secretary of State

John B. Benson

2001 3248.001

Filed in the Above

INCORPORATION Book & Page

11-28-2001 11:53:55 AM

W. Hardy McCollum - Probate Judge

Tuscaloosa County, Alabama

Book/Pg: 2001/3245

Term/Cashier: SCAN2 / Hazel N

Tran: 3221.264016.284437

Recorded: 11-28-2001 11:54:30

INC Incorporations

25.00

PJF Probate Judge Fee

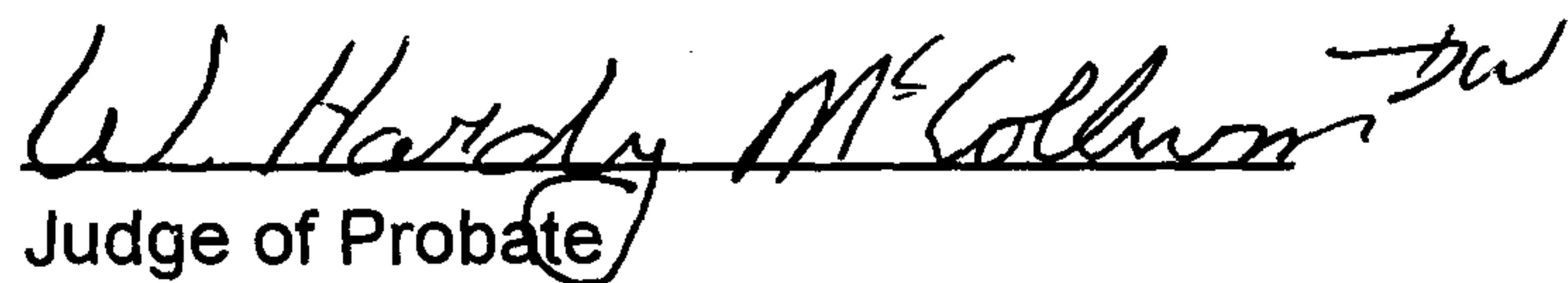
2.00

Total Fees: \$ 27.00

*** Certified Copy Page ***

I, W. Hardy McCollum, Judge of Probate, do hereby certify that
the foregoing is a FULL, TRUE and CORRECT copy of the
Instruments(s) herewith set out as same appears of record in:
INCORPORATION BOOK - 2001, AT PAGE - 3245 in said court.

Witness my hand and seal this 26 Day of September, 2002.


Judge of Probate

Tuscaloosa County, Alabama

Printed: 09-26-2002 09:36:51 AM

Optical file reference: ICAD.7D1