

**CERTIFICATE OF AMENDMENT
to the
CERTIFICATE OF INCORPORATION
of
BAYOU STEEL CORPORATION**

Exhibit 3.3

Bayou Steel Corporation., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY THAT:

FIRST: The name of the Corporation is Bayou Steel Corporation and the original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware, on May 26, 1988 under the name "Bayou Steel Corporation (Of LaPlace)."

SECOND: On February 18, 2004, the Amended and Restated Certificate of Incorporation of the Corporation (the "Certificate of Incorporation") was filed with the Secretary of State of the State of Delaware.

THIRD: On December 21, 2004, the Board of Directors of the Corporation duly adopted resolutions setting forth a proposed amendment to the Certificate of Incorporation, declaring such amendment to be advisable and directing that the proposed amendment be submitted to a vote of the holders of the Corporation's common stock, which approval could be obtained through a consent solicitation of holders of a majority of common stock.

FOURTH: On January 31, 2005, holders of more than a majority of the Corporation's common stock executed a written consent approving the proposal to amend the Certificate of Incorporation to prohibit certain dispositions of the Corporation's common stock to persons who currently own 5% or more of the Corporation's issued and outstanding common stock or who, by virtue of such disposition, would become the owner of 5% or more of such common stock.

FIFTH: Article Tenth of the Certificate of Incorporation, as amended hereby, shall read in its entirety as follows:

(a) Any attempted sale, transfer, assignment, conveyance, pledge or other disposition of any share of the Corporation's Common Stock or any option to purchase such Common Stock (or similar right described in Sections 382(k)(6)(B) or 382(1) of the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations thereunder) to any person (a "Person," which term shall have the meaning set forth in Section 2(2) of the Securities Act of 1933, as amended) who directly or indirectly, beneficially owns (as determined pursuant to Rules 13d-3 and 13d-5 under the Securities Exchange Act of 1934, as amended), or, as a result of such attempted disposition, would beneficially own, or whose shares would be attributed pursuant to the applicable attribution provisions of the Code to any Person who would so directly or indirectly beneficially own, after giving effect to the applicable attribution provisions of the Code, 5% or more of the outstanding shares of the Corporation's Common Stock shall be null and void AB INITIO insofar as it purports to

transfer ownership of any shares that would cause the transferee to attain such 5% ownership level or if such transferee theretofore owned 5% or more of the outstanding shares of the Common Stock prior to the attempted disposition, the entire attempted disposition shall be null and void AB INITIO.

(b) Nothing contained in this Article Tenth shall prevent an otherwise valid transfer if the transferee obtains the written approval of a majority of the entire Board of Directors and, except to the extent the Board of Directors of the Corporation in its discretion waives the requirement, provides the Corporation with an opinion of reputable tax counsel satisfactory to the Corporation and its tax counsel that the transfer shall not result in the application of any tax law limitation on the use of the Corporation's losses or other tax attributes.

(c) No employee or agent, including any independent transfer agent or registrar, of the Corporation shall be permitted to record any attempted or purported transfer made in violation of this Article Tenth and no intended transferee of shares of Common Stock of the Corporation attempted to be transferred in violation of this Article Tenth shall be recognized as a holder of such shares for any purpose whatsoever, including, but not limited to, the right to vote such shares of capital stock of the Corporation or to receive dividends or other distributions in respect thereof, if any. Any such intended transferee shall be deemed to have appointed the Corporation as attorney-in-fact, with full power of substitution and full power and authority, in the name and on behalf of the intended transferee, to sell, assign and transfer the shares of Common Stock of the Corporation attempted to be transferred in violation of this Article Tenth, and to do all lawful acts and execute all documents deemed necessary or advisable to effect such sale, assignment and transfer, in an arm's length transaction, to another Person; provided that the sale, assignment and transfer to such other Person does not violate the provisions of this Article Tenth. The Corporation shall apply the proceeds of any such sale first, to pay the expenses of the sale; second, to pay the intended transferee on whose behalf the shares were sold, an amount equal to (i) the sum of the intended transferee's cost of such shares (inclusive of brokerage fees and expenses), plus interest on such cost at the then minimum rate of interest which would prevent interest on a non-interest bearing obligation from being imputed by the Internal Revenue Service, less the amount of any dividends or other distributions inadvertently paid to said intended transferee in respect of such shares, or (ii) the balance of such proceeds, whichever is less; and, third, the balance of such proceeds, if any, shall be paid to the Corporation. The Corporation shall take all appropriate legal action to enforce the provisions of this Article Tenth in every case where there has been an attempted or purported transfer made in violation hereof. In taking any action hereunder, the Corporation, and its directors, officers and agents, will be fully protected in relying upon any notice, paper or other document reasonably believed by the Corporation or any such person to be genuine and sufficient, and, to the extent permitted by law, in no event shall the Corporation, or any of its directors, officers or agents be liable for any act performed or omitted to be performed hereunder in the absence of gross negligence or willful misconduct. The Corporation and its directors, officers and agents may consult with counsel in connection with its duties hereunder and, to the extent permitted by law, each shall be fully protected by any act taken, suffered or permitted in good faith in accordance with the advice of such counsel.

(d) The by-laws of the Corporation shall make appropriate provisions to effectuate the requirements of this Article Tenth.

(e) All certificates evidencing ownership of shares of Common Stock of the Corporation shall bear a conspicuous legend as follows:

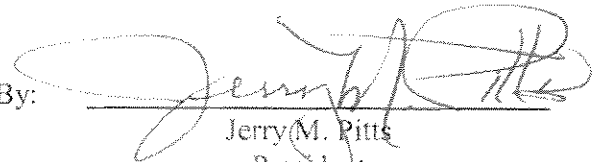
“THE SHARES OF STOCK REPRESENTED HEREBY ARE SUBJECT TO RESTRICTIONS SET FORTH IN THE CERTIFICATE OF INCORPORATION OF THE CORPORATION, A COPY OF WHICH IS AVAILABLE FOR INSPECTION AT THE CORPORATION’S PRINCIPAL PLACE OF BUSINESS LOCATED AT RIVER ROAD (P.O. BOX 5000), LA PLACE, LOUISIANA 70068.”

SIXTH: The above-described amendment to the Certificate of Incorporation was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Bayou Steel Corporation has caused this Certificate of Amendment to be executed in its corporate name by its President and attested by its Secretary, both thereto duly authorized, on this 3rd day of February, 2004.

BAYOU STEEL CORPORATION

By:


Jerry M. Pitts
President

Attest:


Secretary

Delaware

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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 AMENDMENT OF "BAYOU STEEL CORPORATION", FILED IN THIS OFFICE ON THE THIRD DAY OF FEBRUARY, A.D. 2005, AT 1:08 O'CLOCK P.M.

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



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3666591

DATE: 02-07-05