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DAVID E. WILLIAMSON
DONALD H. WILSON, JR.
A. H. LANE (RETIRED)

JOHN A. ATTAWAY, JR.
LAKELAND OFFICE

480112 August 4, 1997

Division of Corporations
Florida Secretary of State
409 East Gaines Street
Tallahassee, Florida 32314

100002261791--3
-08/08/97-01095--008
*****87.50 *****87.50

Re: BARTOW STEEL, INC.
Charter No. 480112

Dear Sir:

In regards to the above-referenced corporation, attached for filing are Articles of Amendment to the Articles of Incorporation. Also, attached is our firm's check in the amount of \$87.50 representing the filing fee of \$35.00 and the fee for a certified copy of \$52.50. After filing, please return the certified copy to the undersigned.

Thank you for your assistance in this matter.

Yours very truly,

[Signature]
John A. Attaway Jr

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 AUG - 8 AM 11:45

APPROVED
AND
FILED

JAA/sb
Enclosures

AM
480112
Amend
480
** cert copy*
8.8.97

LANE, TROHN, BERTRAND & VREELAND, P.A.

**ARTICLES OF AMENDMENT
DATED EFFECTIVE MAY 15, 1997
TO THE ARTICLES OF INCORPORATION
OF BARTOW STEEL, INC.**

1. The name of this corporation is Bartow Steel, Inc., a Florida corporation (Charter Number 480112).

2. Article III of the Articles of Incorporation of Bartow Steel, Inc., is hereby amended to read as follows:

ARTICLE III -- AUTHORIZED SHARES

(a) The total amount of capital stock authorized is \$1,730,770.00 to be represented by a maximum of 1,730,770 shares having a par value of \$1.00 each. The capital stock shall consist of two classes:

- (i) Common - \$230,770.00 to be represented by a maximum of 230,770 shares of common capital stock having a par value of \$1.00 each; and
- (ii) Preferred - \$1,500,000.00, represented by 1,500,000 shares having a par value of \$1.00 each.

(b) Common Stock - All shares of the common stock shall be one and the same class and when issued shall have equal rights of participation in dividends and assets of the corporation, and shall be nonassessable. The holders of the common stock shall be entitled to one vote for each of the shares of the common stock held by them of record at any meeting of the shareholders, except where there shall be cumulative voting in the election of directors.

(c) Preferred Stock - Preferences.

- (i) The corporation may, at the option of the Board of Directors, redeem the whole or any part of the outstanding preferred stock at any time by paying \$1.00 for each share thereof. Notwithstanding the foregoing, all authorized and issued preferred stock shall be redeemed no later than March 13, 2002 by paying \$1.00 for each share thereof. Notice of such election to redeem shall be mailed to each holder of the preferred stock to be redeemed at his or its address as it appears on the books of the corporation, not less than thirty (30) days prior to the date upon which the stock is to be redeemed. In case less than all of the outstanding preferred stock is to be redeemed at any one time, the amount to be redeemed and the method of effecting such redemption, whether by lot or prorata or other equitable method, may be determined by the Board of Directors. Preferred stock redeemed pursuant to the provisions

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hereof or purchased or otherwise acquired by the corporation shall not be reissued but shall be retired and cancelled.

- (ii) In the event of any liquidation, dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the holders of the preferred stock shall be entitled, before any assets of the corporation shall be distributed among or paid over to the holders of the common stock, to be paid \$1.00 per share. After the making of such payments to the holders of the preferred stock, the remaining assets of the corporation shall be distributed among the holders of the common stock alone, according to the number of shares held by each. If, upon such liquidation, or winding up, the assets of the corporation distributable as aforesaid among the holders of the preferred stock shall be insufficient to permit the payment to them of said amount, the entire assets shall be distributed prorata among the holders of the preferred stock.
- (iii) Except as expressly required by law or as herein otherwise provided, the holders of the preferred stock shall have no voting power nor shall they be entitled to notice of meetings of stockholders, or rights to vote and all voting power being vested exclusively in the holders of the common stock.

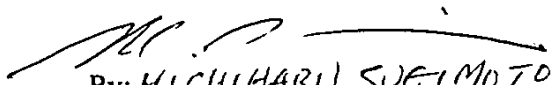
3. The foregoing Amendment was adopted by the unanimous written consent of all of the shareholders of this corporation effective May 15, 1997.

Dated the 30th day of May, 1997.

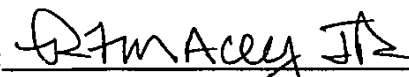
OKURA FINANCE CO., LTD.


By: MASATO AIZAWA, PRESIDENT
Holding 82,000 shares

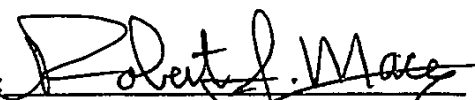
OKURA & CO. (AMERICA), INC.


By: MICHIHARU SUGIMOTO, PRESIDENT
Holding 38,000 shares

RICHARD F. MACEY, JR.

By: 
RICHARD F. MACEY, JR.
Holding 57,143 shares

ROBERT S. MACEY

By: 
ROBERT S. MACEY
Holding 37,143 shares

Being the owners of record of all issued and
outstanding shares of the Corporation