

318401

RECEIVED
01 OCT 12 PM 2:55
DIVISION OF CORPORATIONS

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H01000106673 6)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0380

From:

Account Name : LEBOEUF, LAMB, GREENE & MACRAE
Account Number : 103727002525
Phone : (904)630-5338
Fax Number : (904)353-1673

FILED
2001 OCT 12 PM 4:56
SECRETARY OF STATE
DIVISION OF CORPORATIONS

BASIC AMENDMENT

ZAMBETTI STEEL PRODUCTS INC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

Amended & Restated
Art.
10/15/01 Dr

CERTIFICATE OF
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ZAMBETTI STEEL PRODUCTS, INC.

H01000106673

FILED OF STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
2001 OCT 12 PM 4:56

1. The name of the Corporation is Zambetti Steel Products, Inc.
2. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety.
3. The Amended and Restated Articles of Incorporation of the Corporation contained an amendment to the Corporation's Articles of Incorporation that required shareholders approval. The Amended and Restated Articles of Incorporation were adopted pursuant to Section 607.1006, Florida Business Corporation Act, by the Written Consent to Resolutions by the shareholders of the Corporation on October 8, 2001; the vote of the shareholders for the amendment was sufficient for approval.
4. Each issued and outstanding share of the Corporation's no par value common stock is reclassified, pursuant to the Amended and Restated Articles of Incorporation, into one share of common stock, \$.01 par value. The reclassification shall be implemented by issuing the new shares of \$.01 par value common stock to the Corporation's shareholders upon delivery to the Corporation of the existing outstanding shares of common stock.

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, has executed this Certificate of Amended and Restated Articles of Incorporation this 8th day of October, 2001.

ZAMBETTI STEEL PRODUCTS, INC.

By: George W. Breslin
George W. Breslin
President

JK182205.1

H01000106673

H01000106673

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ZAMBETTI STEEL PRODUCTS, INC.

ARTICLE I - NAME

The name of this Corporation is Zambetti Steel Products, Inc.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 8750 Phillips Highway, Jacksonville, Florida 32256.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of common stock, all of which shall be of the par value of \$.01 per share.

ARTICLE V - INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. Notwithstanding the foregoing, the liability of the directors, officers, employees or agents of the Corporation shall not be eliminated with respect to omissions which involve a violation of the criminal law, a transaction from which the director, officer, employee, or agent derives an improper personal benefit or the willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of

H01000106673

H01000106673

the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, has executed these Amended and Restated Articles of Incorporation this 0th day of October, 2001.

By: 

George W. Breslin
President

JK182212

H01000106673