

676557

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R. WHITE



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December 10, 2014

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Republic Metals Corporation  
Republic Metals Refining Corporation

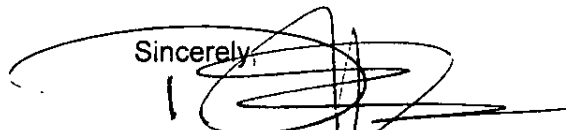
Gentlemen:

Enclosed for filing with the Secretary of State of Florida, please find the following:

1. Original executed Articles of Amendment of the Articles of Incorporation of Republic Metals Corporation, along with the filing fee check in the amount of \$35.00.
2. Original executed Articles of Amendment of the Articles of Incorporation of Republic Metals Refining Corporation, along with the filing fee check in the amount of \$35.00.

If you have any question, please feel free to call me.

Sincerely,



Dan P. Heller, Esq.

DPH/md  
Enclosure

**ARTICLES OF AMENDMENT**  
**OF THE**  
**ARTICLES OF INCORPORATION**  
**OF**  
**REPUBLIC METALS CORPORATION**


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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the corporation is REPUBLIC METALS CORPORATION (the "Corporation").
2. The date of filing of the Articles of Incorporation of the Corporation with the Secretary of State of the State of Florida was July 15, 1980, under Document Number 676557.
3. These Articles of Amendment to Articles of Incorporation of the Corporation have been duly authorized and directed by Written Consent of the Sole Shareholder of the Corporation dated the 8<sup>th</sup> day of December, 2014, and the number of votes cast for the amendment was sufficient for approval.
4. The Articles of Incorporation of the Corporation are hereby amended by adding the following Article A-1 to replace and supersede any and all prior Articles relating to the issuance of authorized shares in the Corporation:

**"ARTICLE A-1**  
**AUTHORIZED SHARES**

"The total number of shares of all classes of Common Stock which the Corporation shall have authority to issue is Ten Thousand (10,000), of which Ten (10) shares having a par value of \$1.00 are to be of a Class "A" Voting designated common stock (the "Class-A Voting Common Stock") and Nine Thousand Nine Hundred Ninety (9,990) shares having a par value of \$1.00 are to be of a Class "B" Non-Voting designated common stock (the "Class-B Non-Voting Common Stock")."

5. All other provisions of the Articles of Incorporation of the Corporation shall remain in full force and effect without any modification thereof.
6. These Articles of Amendment has been duly authorized and directed by the Written Consent of the Sole Shareholder of the Corporation dated the 8<sup>th</sup> day of December, 2014.

By:   
Name: JASON RUBIN  
Title: President

**WRITTEN CONSENT OF**  
**THE**  
**SOLE SHAREHOLDER**  
**OF**  
**REPUBLIC METALS CORPORATION**

The undersigned, being the sole Shareholder of REPUBLIC METALS CORPORATION, a Florida corporation (the "Corporation"), hereby waives, pursuant to and in accordance with the provisions of the Florida Business Corporation Act, any and all requirements for notice of the time, place and purpose of a joint special meeting of the shareholders of the Corporation, and do hereby consent to the adoption of, and do hereby adopt, the following preamble, resolutions and the actions specified therein:

WHEREAS, the sole Shareholder deems it advisable and in the best interest of the Corporation to (i) amend the share structure of the Corporation from One (1) class of common stock to recapitalize the shares to reflect Two (2) classes of common stock, Class-A Voting designated common stock (the "Class-A Voting Common Stock") and Class-B Non-Voting designated common stock (the "Class-B Non-Voting Common Stock"); and (ii) amend the existing Articles of Incorporation of the Corporation substantially in the form of amendment attached hereto as Exhibit "A" (the "Articles of Amendment");

NOW, THEREFORE, be it

RESOLVED, that the undersigned hereby approves, authorizes and adopts (i) that the shares shall be divided into Two (2) classes of common stock, Class-A Voting Common Stock and Class-B Non-Voting; and (ii) the Articles of Amendment; and be it

FURTHER RESOLVED, that the President of the Corporation and such persons appointed to act on behalf of the President of the Corporation pursuant to the foregoing resolutions, be, and hereby are authorized, empowered and directed to execute and deliver for filing with the Secretary of State of the State of Florida, the Articles of Amendment; and be it

FURTHER RESOLVED, that the taking of any action or the execution and delivery of any document authorized by the foregoing resolutions, and each of them, in the name and on behalf of the Corporation by the President or such persons appointed to act on behalf of the President of the Corporation by the President of the Corporation be, and it hereby is authorized and empowered to be deemed conclusive proof of the approval thereof; and be it

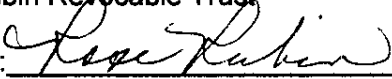
FURTHER RESOLVED, that the authorities hereby conferred shall be deemed retroactive, and any and all acts authorized herein that were performed prior to the passage of these resolutions be, and they hereby are, approved, ratified and confirmed in all respects.

This Written Consent may be executed in counterparts or counterpart signature pages, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. It is agreed that a faxed signature of any signatory hereto may be accepted as an original signature by the Corporation for purposes of this Written Consent.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent in order to give her consent this \_\_\_\_ day of \_\_\_\_\_, 2014.

**SOLE SHAREHOLDER:**

Estate of Richard Rubin, Deceased/ Richard  
Rubin Revocable Trust

By:   
Rose Rubin, as Personal Representative  
and Trustee

**EXHIBIT "A"**

**Articles of Amendment**  
**of**  
**Articles of Incorporation**