

F04000002552

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

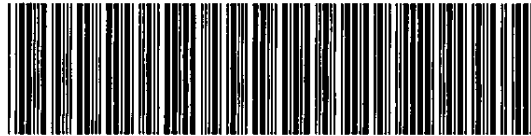
(Business Entity Name)

(Document Number)

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07 JUN 18 PM 2:07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Roberts JUN 20 2007

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** STEELE NORTH AMERICA, INC  
(Name of Corporation)

**DOCUMENT NUMBER:** F04000002552

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

**DENNIS P. HAIST**

(Name of Contact Person)

(Firm/Company)

**2300 CONTRA COSTA BLVD, SUITE 500**

(Address)

**PLEASANT HILL, CA 94523**

(City/State and Zip Code)

For further information concerning this matter, please call:

\_\_\_\_\_ at ( 415 ) 354-3857  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &  
Certificate of Status



\$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)



\$52.50 Filing Fee,  
Certificate of Status &  
Certified Copy  
(Additional copy is  
enclosed)

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F04000002552

(Document number of corporation (if known))

1. STEELE NORTH AMERICA, INC.

(Name of corporation as it appears on the records of the Department of State)

2. DELAWARE

(Incorporated under laws of)

3. 5-03-04

(Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? APRIL 12, 2007

5. STEELE INTERNATIONAL, INC

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

NA

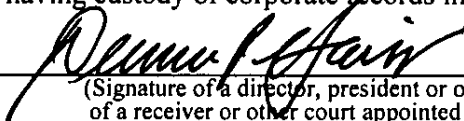
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

NA

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

DENNIS P. HAIST

(Typed or printed name of person signing)

SECRETARY

(Title of person signing)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# Delaware

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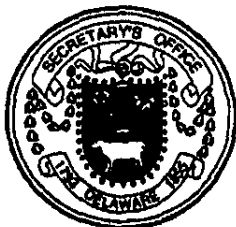
*The First State*

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 RESTATED CERTIFICATE OF "STEELE NORTH AMERICA, INC.", CHANGING ITS NAME FROM "STEELE NORTH AMERICA, INC." TO "STEELE INTERNATIONAL, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF APRIL, A.D. 2007, AT 11:30 O'CLOCK A.M.

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

3242004 8100

070429898



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5685364

DATE: 05-17-07

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:30 AM 04/12/2007  
FILED 11:30 AM 04/12/2007  
SRV 070429898 - 3242004 FILE

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
STEELE NORTH AMERICA, INC.**

Steele North America, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify:

1. The original Certificate of Incorporation was filed with the Secretary of State on June 9, 2000, under the name of Steele North America, Inc.

2. The following Amended and Restated Certificate of Incorporation was duly proposed by the corporation's Board of Directors and duly adopted pursuant to the applicable provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware.

3. The following Amended and Restated Certificate of Incorporation was duly adopted by the holders of a majority of shares entitled to vote thereon pursuant to the applicable provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware.

**ARTICLE I**

The name of the corporation is Steele International, Inc.

**ARTICLE II**

The address of the registered office of the corporation is 2711 Centerville Road, Suite 400, Wilmington, County of New Castle, State of Delaware 19808, and the name of its registered agent at such address is The Company Corporation.

**ARTICLE III**

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

**ARTICLE IV**

The total authorized stock of the Corporation shall consist of 10,000 shares of Common Stock having a par value of \$.01 per share.

**ARTICLE V**

A. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by statute or by this Certificate or the Bylaws of the Corporation,

the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

B. The Board of Directors shall have the power to adopt, amend or repeal the Bylaws of the Corporation; provided, however, the Board of Directors may not repeal or amend any bylaw that the stockholders have expressly provided may not be amended or repealed by the Board of Directors. The stockholders shall also have the power to adopt, amend or repeal the Bylaws of the Corporation.

C. Elections of directors need not be by written ballot except and to the extent provided in the Bylaws of the Corporation.

#### **ARTICLE VI**

The Corporation is to have perpetual existence.

#### **ARTICLE VII**

A. To the full extent that the Delaware General Corporation Law, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors, a director of the Corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

B. The Corporation may indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director, officer, employee or agent of the Corporation or any predecessor of the Corporation or serves or served at any other enterprise as a director, officer, employee or agent at the request of the Corporation or any predecessor to the Corporation.

C. Neither any amendment nor repeal of this Article VII, nor the adoption of any provision of this Corporation's Certificate of Incorporation inconsistent with this Article VII, shall eliminate or reduce the effect of this Article VII in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

#### **ARTICLE VIII**

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

**ARTICLE IX**

The corporation reserves the right to amend or repeal, by the affirmative vote of the holders of a majority of the outstanding shares entitled to vote, any of the provisions contained in this Certificate of Incorporation. The rights of the stockholders of the corporation are granted subject to this reservation

IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Certificate of Incorporation to be executed by its Chief Executive Officer this 9th day of April, 2007.

STEELE NORTH AMERICA, INC.

By: /s/  
Kenneth Kurtz, President and Chief Executive  
Officer