

2/6/2018

Division of Corporations

**FLA000002184**

Florida Department of State  
Division of Corporations  
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
OPTIMA SPECIALTY STEEL, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$43.75

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S. YOUNG

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

**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)**

F12000002184

(Document number of corporation (if known))

1. Optima Specialty Steel, Inc.  
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. 05-22-2012  
(Incorporated under laws of) (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? 11-15-2017

5. Specialty Steel Works Incorporated  
(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)

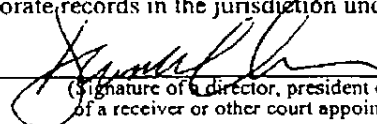
6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
(New duration)

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

\_\_\_\_\_  
(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)

David M. Ascher

Secretary

\_\_\_\_\_  
(Typed or printed name of person signing)

\_\_\_\_\_  
(Title of person signing)

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT  
COPY OF THE RESTATED CERTIFICATE OF "OPTIMA SPECIALTY STEEL,  
INC.", CHANGING ITS NAME FROM "OPTIMA SPECIALTY STEEL, INC." TO  
"SPECIALTY STEEL WORKS INCORPORATED", FILED IN THIS OFFICE ON  
THE FIFTEENTH DAY OF NOVEMBER, A.D. 2017, AT 10:49 O'CLOCK A.M.



4567295 8100  
SR# 20180779254

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 202103017  
Date: 02-06-18

**SECOND AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
OPTIMA SPECIALTY STEEL, INC.**

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered: 10:49 AM 11/15/2017  
FILED: 10:49 AM 11/15/2017  
SR 20177092957 File Number 4567295

*Adopted in accordance with Section 303  
of the General Corporation Law  
of the State of Delaware (the "DGCL")*

Optima Specialty Steel, Inc., a corporation organized and existing under and by virtue of the DGCL (the "Corporation"), as of November 15, 2017, does hereby certify that:

A. The present name of the Corporation is Optima Specialty Steel, Inc. The Corporation was incorporated under the name "MS Tube Acquisition, Inc." The Corporation's original Certificate of Incorporation was filed with the Secretary of State of Delaware on June 25, 2008. The Corporation filed a Certificate of Amendment to the Certificate of Incorporation changing its name to Optima Specialty Steel, Inc. on November 7, 2011. The Corporation filed an Amended and Restated Certificate of Incorporation on December 5, 2011.

B. This Second Amended and Restated Certificate of Incorporation of the Corporation restates and integrates and further amends in its entirety the Certificate of Incorporation heretofore in effect. This Second Amended and Restated Certificate of Incorporation is authorized by, and was provided or directed by, and the provision for the making of this Second Amended and Restated Certificate of Incorporation is contained in, the order entered in the United States Bankruptcy Court for the District of Delaware, dated October 16, 2017 pursuant to the Federal Bankruptcy Code, confirming the Third Amended Joint Chapter 11 Plan of Reorganization of the Corporation and its Affiliated Debtors and Debtors in Possession (the "Order"), in accordance with the provisions of Section 303 of the DGCL. Pursuant to Section 303 of the DGCL and the Order, the board of directors and stockholders of the Corporation are deemed to have duly authorized the execution and filing of this Second Amended and Restated Certificate of Incorporation in accordance with the provisions of Sections 242 and 245 of the DGCL.

C. The text of the Second Amended and Restated Certificate of Incorporation so adopted reads in full as follows.

**ARTICLE 1**

The name of the Corporation is: Specialty Steel Works Incorporated.

**ARTICLE 2**

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

### ARTICLE 3

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

### ARTICLE 4

The total number of shares of stock which the Corporation shall have the authority to issue is one thousand (1,000) shares of common stock, with a par value of \$0.01 per share (the "Common Stock").

### ARTICLE 5

The rights, preferences, privileges and restrictions granted or imposed upon the Common Stock are as follows:

1. Dividends. The holders of the Common Stock shall be entitled to the payment of dividends when and as declared by the board of directors of the Corporation (the "Board") out of funds legally available therefor and to receive other distributions from the Corporation, including distributions of contributed capital, when and as declared by the Board. Any dividends declared by the Board to the holders of the then outstanding Common Stock shall be paid to the holders thereof pro rata in accordance with the number of shares of Common Stock held by each such holder as of the record date of such dividend.

2. Liquidation, Dissolution or Winding Up. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the funds and assets of the Corporation that may be legally distributed to the Corporation's stockholders shall be distributed among the holders of the then outstanding Common Stock pro rata in accordance with the number of shares of Common Stock held by each such holder.

3. Voting. Each holder of Common Stock shall have full voting rights and powers equal to the voting rights and powers of each other holder of Common Stock and shall be entitled to one (1) vote for each share of Common Stock held by such holder. Each holder of Common Stock shall be entitled to notice of any stockholders' meeting in accordance with the bylaws of the Corporation (as in effect at the time in question) and applicable law on all matters put to a vote of the stockholders of the Corporation.

### ARTICLE 6

In furtherance and not in limitation of the power conferred by statute, the Board is expressly authorized to make, alter or repeal the bylaws of the Corporation subject to any limitations contained therein.

#### ARTICLE 7

Except to the extent that the DGCL prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability. If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, so amended. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

#### ARTICLE 8

Election of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.

#### ARTICLE 9

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the DGCL. All rights conferred upon stockholders herein are granted subject to this reservation.

#### ARTICLE 10

To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) agents of the Corporation (and any other persons to which the DGCL permits the Corporation to provide indemnification) through bylaw provisions or agreements with such agents or other persons, by vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the DGCL, subject only to limits created by the DGCL and applicable decisional law, with respect to actions for breach of duty to the Corporation, its stockholders, and others.

IN WITNESS WHEREOF, the Corporation has caused this Second Amended and Restated Certificate of Incorporation to be signed this 15th day of November, 2017.

OPTIMA SPECIALTY STEEL, INC.

By: /s/ Michael Salamon  
Name: Michael Salamon  
Title: President and Chief Operating Officer