

**F93000005219**

Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850) 617-6380

From:  
Account Name : NATIONAL CORPORATE RESEARCH, LTD.  
Account Number : I20000000088  
Phone : (800) 221-0102  
Fax Number : (212) 564-6083

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: agoerts@strategicmaterials.com

**REGISTERED AGENT CHANGE  
STRATEGIC MATERIALS, INC.**

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**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH  
FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Delaware in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation:

STRATEGIC MATERIALS, INC.

2. The principal office address:

18365 PARK TEN PLACE SUITE 200HOUSTONTX77084

3. The mailing address (if different):

4. Date of incorporation/qualification: 11/17/1993Document number: F93000005219

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

CORPORATION SERVICE COMPANY1201 HAYS STREETTALLHASSEEFL32301

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

National Corporate Research, Ltd., Inc.515 East Park Avenue(P.O. Box NOT acceptable)TallahasseeFlorida32301

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

(Signature of an officer or director)

Lucy DawsonPower of Attorney

(Printed or typed name and title)

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

(Signature of Registered Agent)

(Date)

If signing on behalf of an entity:

Mark Thomas, Assistant Secretary

(Typed or Printed Name)

\*\*\* FILING FEE: \$35.00 \*\*\*

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE  
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314  
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STATE OF TEXAS  
COUNTY OF HARRIS

## POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT, Allan J. Goertz, Vice President of SMI Group Ultimate Holdings, Inc., a Delaware corporation ("the Company"), and of the subsidiary entities shown on the list appended hereto, does hereby appoint Lucy Dawson, Kathy Butler, Mark Thomas, Amy Brown or Alexis Cassidy as Assistant Secretary of National Corporate Research, Ltd., attorney-in-fact for the Company and for the subsidiary entities, to act for the Company and for the subsidiary entities and in the name of the Company and of the subsidiary entities for the limited purposes authorized herein.

The Company and the subsidiary entities having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Company's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any jurisdiction.

In the execution of any documents necessary for the purposes set forth herein, in the case of entities having managers or other positions of authority rather than officers such as Authorized Person, the named individuals shall act in such office and with such authority as is required to effect the changes herein contemplated.

This Power of Attorney expires upon the earliest to occur of (i) completion and filing of the documents necessary to effect the change in registered agent and registered office addresses contemplated herein, or (b) six (6) months after the Effective Date set forth below. The Company may revoke this Power of Attorney at any time by notice to National Corporate Research, Ltd.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 15<sup>th</sup> day of OCT., 2010.

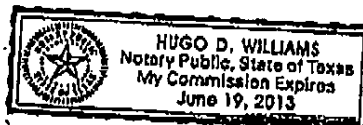
SMI Group Ultimate Holdings, Inc.

BY:

Allan J. Goertz  
Allan J. Goertz  
Vice President

Subscribed and sworn to before me this 1<sup>st</sup> day of October, 2010.

Hugo D. Williams  
Notary Public



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Addendum

**Subsidiary Entities**

SMI Group Holdings, LLC.

SMI Group Acquisitions, Inc.

Strategic Materials Holding Corp.

NexCycle, Inc.

Contain-A-Way, Inc.

Returnable Services, Inc.

Strategic Materials, Inc.

Container Recycling Alliance, LLC

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