

# P11000046801

Florida Department of State  
Division of Corporations  
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
RENCO USA, INC.**

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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April 25, 2012

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RENCO USA, INC.  
5959 BLUE LAGOON DRIVE  
SUITE 200  
MIAMI, FL 33126

SUBJECT: RENCO USA, INC.  
REF: P11000046801

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please correct the signing date for the registered agent, it cannot be April 26, 2012.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Teresa Brown  
Regulatory Specialist II

FAX Aud. #: H12000112480  
Letter Number: 412A00012698

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
RENCO USA, INC.**

**FILED**  
2012 APR 25 AM 10:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1005 and 607.1007 of the Florida Business Corporation Act, the undersigned, Thomas P. Murphy, Jr., being the sole director of Renco USA, Inc., a Florida corporation (the "Corporation"), hereby certifies that:

FIRST: He is the duly elected and qualified director of the Corporation.

SECOND: The Articles of Incorporation (the "Articles of Incorporation") of the Corporation were previously filed with the Florida Department of State on May 16, 2011.

THIRD: These Amended and Restated Articles of Incorporation have been duly adopted by the board of directors of the Corporation pursuant to Section 607.1005 of the Florida Business Corporation Act without the need for shareholder approval.

FOURTH: The text of the Articles of Incorporation is hereby amended and restated in its entirety, effective as of the date of filing of these Amended and Restated Articles of Incorporation with the Florida Department of State, to read as follows:

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**RENCO USA, INC.**

**ARTICLE I**

The name of this corporation is Renco USA, Inc. (the "Corporation").

**ARTICLE II**

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act").

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**ARTICLE III**

The address of the principal office and the mailing address of the office of the Corporation is c/o Engin Yesil, 40 Star Island Drive, Miami, Florida 33139.

**ARTICLE IV**

The capital stock authorized, the par value thereof, and the characteristics of such stock of the Corporation shall be as follows:

<u>Number of Shares</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
<u>Authorized</u>		
100,000	\$0.01	Common

**ARTICLE V**

The street address of the Corporation's registered office is 515 East Park Avenue Tallahassee, FL 32301, and the name of its registered agent at such office is NRAI Services, Inc.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least two (2) directors, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws, who will serve as the Corporation's directors until successors are duly elected and qualified. The name of the directors of the Corporation are Engin Yesil and Thomas P. Murphy, Jr.

**ARTICLE VII**

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act, as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

If the Act hereafter is amended to authorize the further elimination or limitation of the liability of directors and officers, then the liability of the Corporation's directors and officers shall be eliminated or limited to the fullest extent authorized by the Act, as amended.

The Corporation shall indemnify and shall advance expenses on behalf of its directors, officers, former directors and former officers to the fullest extent not prohibited by law in existence either now or hereafter.

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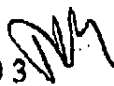
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IN WITNESS WHEREOF, the undersigned sole director has signed these Amended and Restated Articles of Incorporation this 21<sup>st</sup> day of February, 2012.

By: 

Name: Thomas P. Murphy, Jr.

Title: Director

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**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named as registered agent and to accept service of process for Renco USA, Inc., at the place designated in these Amended and Restated Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent, as provided in Florida Statutes Section 607.0505.

Dated this 25 day of April, 2012

NRAI Services, Inc.

By: Katie WonschName: Katie WonschTitle: Assistant Secretary  
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