

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
90 22 9  
90 22 1113N

000-142-0086



**P96000039535**

ACCOUNT NO. : 072100000032

REFERENCE : 904973 10866A

AUTHORIZATION : *Valencia P. Smith*

COST LIMIT : \$ 70.00

ORDER DATE : April 2, 1996

ORDER TIME : 10:33 AM

ORDER NO. : 904973

CUSTOMER NO: 10866A

CUSTOMER: Ms. Judy Sjoblom  
H. STRATTON SMITH, III, P.A.

611 West Azeele Street

Tampa, FL 33606

DOMESTIC FILING

NAME: STEEL PRODUCTS ACQUISITION,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS: \_\_\_\_\_

*FILED*  
*PH 12:52*

*3/14/96*  
*72*

*RECEIVED*  
*96 APR -3 PM 12:07*  
*DIVISION OF CORPORATIONS*

ARTICLES OF INCORPORATION  
OF  
STEEL PRODUCTS ACQUISITION, INC.

RECEIVED  
JAN 12 1952  
TAMPA, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

STEEL PRODUCTS ACQUISITION, INC.

The address of the principal office of this corporation shall be 611 West Azeele Street, Tampa, Florida 33606, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 12,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 611 West Azoole Street, Tampa, Florida 33606, and the name of the initial registered agent of the corporation at that address is H. Stratton Smith, III

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on April 3, 1996 .

CORPORATION SERVICE COMPANY

By: 

Its Agent, Karen B. Rozar

GMC/meb

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That \_\_\_\_\_  
desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation, has named H. STRATTON SMITH III, located at 611 West Azeele Street, Tampa, Florida 33606, as agent to accept service of process within this state.

ACKNOWLEDGEMENT: Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: 

H. Stratton Smith III

Registered Agent

P96 000029535

**H. STRATTON SMITH III, P.A.**

ATTORNEY AT LAW  
OLD HYDE PARK  
611 W. AZEULE STREET  
TAMPA, FLORIDA 33606-2205  
(813)251-1024

FAX (813) 254-8570

WATS (800) 968-1024

**TO: SECRETARY OF STATE**

*In an effort to improve our efficiency and expedite our service, we have developed this form. Please take appropriate action on the enclosed documents.*

**Re: STEEL PRODUCTS & BUILDING MATERIALS INC. AND STEEL PRODUCTS ACQUISITION INC.**

**ACTION**

☒ **PLEASE FILE/RECORD**

☐ **FYI**

☐ **SIGN, WITNESS, NOTARIZE**


**DOCUMENTS**

400001837684  
-05/24/96--01008--012  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

☐ **The following original documents:** or ☒ **The following document copies:**

- Articles of Amendment to Articles of Incorporation of Steel Products & Building Materials, Inc.
- Consent in Lieu of Joint Special Meeting of Directors and Shareholders of Steel Products & Building Materials, Inc.
- Minutes of Joint Annual Meeting of Directors and Shareholders of Steel Products & Building Materials, Inc.
- Waiver of Notice of Annual Meeting of Directors and Shareholders of Steel Products & Building Materials, Inc.
- Certificate of Corporate Resolution of Steel Products & Building Materials, Inc.
- Certificate of Amendment to Articles of Incorporation of Steel Products Acquisition, Inc.
- Minutes of Joint Special Meeting of the Board Directors and Shareholders of Steel Products Acquisition, Inc.
- Minutes of Special Meeting of the Board Directors and Shareholders of Steel Products Acquisition, Inc.
- Check - Acct. No. 9980488934 - \$35.00

**H. STRATTON SMITH III, P.A.**

By:  JUDITH SWOBLoom

Date: 5/20/96

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUN -4 PM 2:41

524 JUN 7 1996

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 JUN -4 PM 2:41

**CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION  
OF  
STEEL PRODUCTS ACQUISITION, INC.**

**STEEL PRODUCTS ACQUISITION, INC.**, a Florida corporation, under its corporate seal and the hand of its President and Secretary, Brian Gordon, hereby certifies that:

The Board of Directors of said corporation, at a Special Meeting called and held the 17th day of April, 1996, unanimously adopted the following resolution:

**BE IT RESOLVED** by the Board of Directors of **STEEL PRODUCTS ACQUISITION, INC.**, a Florida corporation, that Article I of the Articles of Incorporation be amended, changed and altered effective this day, and upon filing with the Secretary of State, so that it reads as follows:

"The name of the corporation shall be **STEEL PRODUCTS & BUILDING MATERIALS, INC.**"

**IN WITNESS WHEREOF**, said corporation has caused this Certificate to be filed in its name by its President and the Corporate Seal to be affixed hereunto this 23<sup>rd</sup> day of April, 1996.

*Brian Gordon*

Brian Gordon, Director and  
Acting Secretary

*Brian Gordon*

Brian Gordon, Secretary

**STATE OF FLORIDA  
COUNTY OF ORANGE**

**SWORN TO** and subscribed before me this 23<sup>rd</sup> day of April, 1996.

*PERSONALLY KNOWN TO ME*

*Christopher J. McCarthy*

Notary Public

My commission expires:

(Notarial Seal)



**CHRISTOPHER J MCCARTHY**  
My Commission CC384272  
Expires Jul. 30, 1998  
Bonded by ANG  
800-852-5878

P96000029535

MONKOWITZ, MANDELL & SALIM, P.A.

100 CORPORATE DRIVE - SUITE 610  
FORT LAUDERDALE, FLORIDA 33334

MICHAEL W. MONKOWITZ  
CHAIK J. MANDELL  
WILLIAM O. SALIM, JR.  
GREG H. ROSENTHAL  
SCOTT M. ZABLAV

BIRLEY D. WEISMAN, P.A., OF COUNSEL  
MONICA L. SALIM, P.A., OF COUNSEL

BROWARD (884) 401-2000  
BUCA RATON (801) 780-7700  
TELECOPIER (884) 401-2001

January 7, 1997

000002055120--6  
-01/13/97--01005--020  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

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

RE: NAME CHANGE OF CORPORATION -  
STEEL PRODUCTS & BUILDING MATERIALS, INC. to SPBM LIQUIDATION, INC.

To Whom it May Concern:

In connection with the above-referenced matter, enclosed herein are the following:

1. Original and one copy of the executed Articles of Amendment of Articles of Incorporation of Steel Products & Building Materials, Inc., changing the corporation's name to SPBM Liquidation, Inc.
2. This firm's check in the amount of \$87.50, representing the filing fee for the Articles of Amendment and the fee to obtain a certified copy of same.

Please file the enclosed Articles of Amendment and send a certified copy back to the undersigned for our records.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

  
GREG H. ROSENTHAL  
For the Firm

GHR:dgb  
Enclosures

SH 1/7  
NC

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 JAN 10 AM 8:49

FILED

**ARTICLES OF AMENDMENT OF  
ARTICLES OF INCORPORATION  
OF  
STEEL PRODUCTS & BUILDING MATERIALS, INC.**

FILED  
97 DEC 19 PM 6:45  
CLERK OF COURT  
STATE OF FLORIDA  
TALLAHASSEE

The undersigned, BRIAN GORDON, President and Secretary of STEEL PRODUCTS & BUILDING MATERIALS, INC., a corporation organized under the laws of the State of Florida (the "Corporation"), hereby certifies as follows:

1. That the Board of Directors of said Corporation at a special meeting duly covered and held on December 30, 1996, unanimously approved the resolution set forth in paragraph 3 below.
2. That the Shareholders of said Corporation at a special meeting duly covered and held on December 30, 1996, unanimously approved the resolution set forth in paragraph 3 below.
3. The recommended resolution of the Board of Directors, the same being the Amendment to the Articles of Incorporation approved by the Directors and Shareholders of said Corporation, is as follows:

RESOLVED, that the Board of Directors and Shareholders declare it advisable and in the best interest of the Corporation that the Articles of Incorporation be amended to change the Corporation's name from STEEL PRODUCTS & BUILDING MATERIALS, INC. to SPBM LIQUIDATION, INC., and that said name be used by the Corporation as its corporate name subsequent to its filing in the office of the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the said Corporation has caused its corporate Seal to be affixed hereto, and the Amendment to the Articles of Incorporation to be executed and adopted by BRIAN GORDON, as President and Secretary, this 30 day of December, 1996.

STEEL PRODUCTS & BUILDING MATERIALS,  
INC.

By: Brian Gordon  
Brian Gordon, its President and  
Secretary



STATE OF FLORIDA       )  
                                  )       SS:  
COUNTY OF BROWARD    )

BEFORE ME, the undersigned authority, duly authorized to take acknowledgements, personally appeared BRIAN GORDON, as President, Secretary and shareholder of STEEL PRODUCTS & BUILDING MATERIALS, INC., who, after first being duly sworn, states that he has executed the foregoing Articles of Amendment on behalf of the said Corporation and that said statements contained therein are true and correct. He is (check one): ☒ personally known to me or ( ) has produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal in the County and State set forth above, this 30 day of December, 1996.

  
NOTARY PUBLIC

My Commission Expires:

(Notary Seal)

