

P96000062643

MILLER & MARTIN LLP

ATTORNEYS AT LAW

SUITE 1000 VOLUNTEER BUILDING

832 GEORGIA AVENUE

CHATTANOOGA, TENNESSEE 37402-2289

ATLANTA OFFICE:

1275 PEACHTREE STREET, N.E.

SEVENTH FLOOR

ATLANTA, GEORGIA 30309-3576

404/962-6100

FAX 404/962-6300

423/756-6600

FAX 423/785-8480

WRITER'S DIRECT NUMBER
423/785-8257

NASHVILLE OFFICE:

1200 FIRST UNION TOWER

150 4th AVENUE, NORTH

NASHVILLE, TENNESSEE 37219-2433

615/244-9270

FAX 615/256-8197

E-MAIL ADDRESS:

bbinder@millermartin.com

BRENDA HODGES BINDER

Paralegal

CHATTANOOGA OFFICE

May 2, 2001

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Southern Aluminum and Steel Corporation

Dear Sir:

Enclosed is an original and a conformed copy of Amended and Restated Articles of Incorporation for Southern Aluminum and Steel Corporation and a check in payment of the filing fee. We would appreciate your filing the document and returning the conformed copy to us stamped "filed" in the addressed Federal Express envelope that also is enclosed.

Thank you for your assistance.

Sincerely,



Brenda Hodges Binder
Paralegal

Enclosures

cc: T.J. Gentle (w/o encl.)

Amended & Restated Art.
JB 5/22

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAY 21 PM 3:37

700004134397--4
-05/03/01--01119--013
*****35.00 *****35.00

700004134397--4
-05/21/01--01116--010
*****8.75 *****8.75



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 11, 2001

BRENDA HODGES BINDER
MILLER & MARTIN LLP
832 GEORGIA AVE., STE. 1000
CHATTANOOGA, TN 37402-2289

SUBJECT: SOUTHERN ALUMINUM & STEEL CORPORATION
Ref. Number: P96000062643

We have received your document for SOUTHERN ALUMINUM & STEEL CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 201A00028533

CT CORPORATION SYSTEM

CORPORATION(S) NAME

Southern Aluminum & Steel Corporation

0

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

RECEIVED
 01 MAY 21 AM 11:13
 DIVISION OF CORPORATION

Name _____
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

5/21/01

Order#: 4414826

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

9



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 21, 2001

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: SOUTHERN ALUMINUM & STEEL CORPORATION
Ref. Number: P96000062643

WALK-IN
pick-up

We have received your document for SOUTHERN ALUMINUM & STEEL CORPORATION and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please accept our apology for failing to mention this in our previous letter.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

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) 487-6909.

ATW?
Velma Shepard
Corporate Specialist

Letter Number: 201A00031089

please call back
THANKS

RECEIVED
DIVISION OF CORPORATIONS
2001 MAY 22 PM 3:22
TO AGENCY
SUFFICIENCY OF FILING

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SOUTHERN ALUMINUM & STEEL CORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAY 21 PM 3:37

Pursuant to the provisions of Section 607.1007, Florida Statutes, Southern Aluminum & Steel Corporation, upon the recommendation of its Board of Directors and approval of all of the Corporation's shareholders, adopts the following Amended and Restated Articles of Incorporation which shall supercede the Articles of Incorporation which were originally filed on July 26, 1996, and shall be the Amended and Restated Articles of Incorporation for the Corporation:

**ARTICLE I
NAME**

The name of the corporation (the "Corporation") is Southern Aluminum & Steel Corporation.

**ARTICLE II
REGISTERED OFFICE; REGISTERED AGENT**

The address of the Corporation's registered office in the State of Florida is CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324, and the name of its registered agent at that address is CT Corporation System. The executed Acceptance of the Registered Agent is attached hereto as "Exhibit A."

**ARTICLE III
PURPOSE**

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 the State of Florida. The Corporation shall possess and exercise all of the powers and privileges granted by the General Corporation Law of the State of Florida, by any other law or by these Articles, together with all such powers and privileges incidental thereto as may be necessary or convenient to the conduct, promotion or attainment of the purposes of the Corporation.

**ARTICLE IV
CAPITAL STOCK**

The Corporation shall have authority, acting by its Board of Directors, to issue not more than Eighty-Five Million (85,000,000) shares of capital stock divided into classes as follows:

(A) *Common Stock.* Fifty Million (50,000,000) shares of common stock, no par value per share (the "Common Stock"), such shares entitled to one (1) vote per share on any matter on which stockholders of the Corporation are entitled to vote, and such shares being entitled to participation in dividends and to receive the remaining net assets of the Corporation upon dissolution, subject to the rights of the Blank Check Preferred Stock and the Series A Convertible

Preferred Stock as hereinafter expressly set forth herein, by law or by the Board of Directors pursuant to this Article IV.

(B) *Blank Check Preferred Stock.* Thirty Five Million (35,000,000) shares of preferred stock, no par value per share (the "Blank Check Preferred Stock"), which may be issued from time to time in one or more series and entitled to such preferences as provided to the Common Stock as to dividends and distribution of assets of the Corporation on dissolution and shall have such distinctive designations as determined by the Board of Directors, with full power and authority to fix the number of shares constituting such series and to fix the relative rights and preferences of the shares of the series so established to the full extent allowable by law, with respect to dividends, redemptions, payment on liquidation, sinking fund provisions, conversion privileges and voting rights. All shares of the Blank Check Preferred Stock shall be of equal rank and shall be identical, except in respect to the particulars that may be fixed by the Board of Directors as hereinabove provided and which may vary among the series. Different series of the Blank Check Preferred Stock shall not be construed to constitute different classes of stock for the purpose of voting by classes, except when such voting by classes is expressly required by law.

ARTICLE V

INCORPORATOR

The name of the incorporator is Jim Dye and his mailing address is at 317 E. Call Street, Tallahassee, Florida 32302.

ARTICLE VI

BYLAWS

Except as otherwise provided in an agreement among the stockholders of the Corporation and the Corporation, the Board of Directors is hereby authorized to adopt, amend, or repeal the Bylaws of this Corporation.

ARTICLE VII

BOARD OF DIRECTORS

Except as otherwise provided in an agreement among the stockholders of the Corporation and the Corporation, the number of directors of the Corporation shall be fixed by, or in the manner provided in, the Bylaws.

ARTICLE VIII

INDEMNIFICATION

(a) The Corporation shall indemnify, and upon request shall advance expenses (including attorneys' fees) to, in the manner and to the fullest extent permitted by law, any officer or director (or the estate of any such person) who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that such person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan (an "Indemnitee"). The Corporation may, to the fullest extent permitted by law, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan against any liability which may be asserted against such person. To the fullest extent permitted by law, the indemnification and advances provided for herein shall include expenses (including attorneys' fees), judgments, penalties, fines and amounts paid in settlement. The indemnification provided herein shall not be deemed to limit the right of the Corporation to indemnify any other person for any such expenses (including attorneys' fees), judgments, fines and amounts paid in settlement to the fullest extent permitted by law, both as to action in his official capacity and as to action in another capacity while holding such office.

(b) Notwithstanding the foregoing, the Corporation shall not indemnify any such Indemnitee who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to secure a judgment in its favor against such Indemnitee with respect to any claim, issue or matter as to which the Indemnitee shall have been adjudged to be liable to the Corporation, unless and only to the extent that, the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such Indemnitee is fairly and reasonably entitled to indemnify for such expenses which the Court of Chancery or such other court shall deem proper.

(c) The rights to indemnification and advancement of expenses set forth in this Article VIII are intended to be greater than those which are otherwise provided for in the General Corporation Law of the State of Florida, are contractual between the Corporation and the person being indemnified, his heirs, executors and administrators, and, with respect to this Article VIII are mandatory, notwithstanding a person's failure to meet the standard of conduct required for permissive indemnification under the General Corporation Law of the State of Florida, as amended from time to time. The rights to indemnification and advancement of expenses set forth in this Article VIII are nonexclusive of other similar rights which may be granted by law, these Articles, the Bylaws, a resolution of the Board of Directors or stockholders or an agreement with the

(d) Any repeal or modification of the provisions of this Article VIII, either directly or by the adoption of an inconsistent provision of these Articles, shall be prospective only and shall not adversely affect any right or protection set forth herein existing in favor of a particular individual at the time of such repeal or modification. In addition, if an amendment to the General Corporation Law of the State of Florida limits or restricts in any way the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Article VIII which occur subsequent to the effective date of such amendment.

ARTICLE IX

NO PERSONAL DIRECTOR LIABILITY

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the General Corporation Law of the State of Florida, or (iv) for any transaction from which the director derived any improper personal benefit. If the General Corporation Law of the State of Florida is amended after the filing of these Amended and Restated Articles of Incorporation of which this Article is a part, 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 General Corporation Law of the State of Florida, as so amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

ARTICLE X

APPROVAL

These Amended and Restated Articles of Incorporation were approved and duly adopted by the Board of Directors and the shareholders by unanimous written consent in accordance with Sections 1003 and 1007 of the Florida General Corporation Law on April 4, 2001.

IN WITNESS WHEREOF, the undersigned authorized officer has executed these Amended and Restated Articles of Incorporation on the 2nd day of May, 2001.

SOUTHERN ALUMINUM & STEEL
CORPORATION

By: 

Thomas W. Montgomery, President

Exhibit "A" to

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SOUTHERN ALUMINUM AND STEEL CORPORATION

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

CT CORPORATION SYSTEM

By: Barbara A Burke
Date: May 18, 2001

BARBARA A. BURKE
SPECIAL ASSISTANT SECRETARY