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CT CORPORATION SYSTEM

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City

State

Zip

Phone

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CORPORATION(S) NAME

ATLANTIC CASINGS, INC.

☒ Profit ~~Anticus~~

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

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T. SMITH MAR 09 1999

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
ATLANTIC CASTINGS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The corporate name that satisfies the requirements of section 607.0401 is ATLANTIC CASTINGS, INC. (the "Corporation").

SECOND: The street address of the initial principal office is 4701 NW 77th Avenue, Miami, Florida 33166.

THIRD: The number of shares the Corporation is authorized to issue is 100,000 shares of Common Stock, \$.01 par value per share, and 1,000,000 shares of Preferred Stock, \$1.00 par value per share.

The following sections of this Article shall establish certain of the powers, voting powers, designations, preferences and relative, participating, optional or other rights of the Preferred Stock and the Common Stock of the Corporation, and the qualifications, limitations or restrictions thereof, and the authority with respect thereto expressly granted to the Board of Directors of the Corporation to fix any such provisions not fixed by this Article.

(a) Preferred Stock. The Board of Directors is hereby expressly vested with the authority to adopt a resolution or resolutions providing for the issuance of authorized but unissued shares of the Preferred Stock, which shares may be issued from time to time in one or more series and in such amounts as may be determined by the Board of Directors in such resolution or resolutions. The powers, voting powers, designations, preferences and relative, participating, optional or other rights, if any, of each series of Preferred Stock and the qualifications, limitations or restrictions, if any, of such preferences and/or rights (collectively, the "Series Terms") shall be such as are stated and expressed in a resolution or resolutions providing for the creation or revision of such Series Terms

(a "Preferred Stock Series Resolution") adopted by the Board of Directors to which such responsibility is specifically and lawfully delegated. The powers of the Board of Directors with respect to a Preferred Stock Series Resolution may be adopted by the Board of Directors, or a committee of the Board of Directors to which such responsibility is specifically and lawfully delegated. The powers of the Board of Directors with respect to the Series Term of a particular series (any of which powers, other than voting powers may, by resolution of the Board of Directors, be specifically delegated to one or more of its committees, except as prohibited by law) shall include, but not be limited to, determination of the following:

(1) The number of shares constituting that series and the distinctive designation of that series, or any increase or decrease (but not below the number of shares thereof outstanding) in such series;

(2) The dividend rate on the shares of that series, whether such dividends, if any, shall be cumulative and, if so, the date or dates from which dividends on such shares shall accumulate and the relative rights of priority;

(3) Whether that series shall have voting rights in addition to the voting rights provided by law and, if so, the terms of such voting rights;

(4) Whether that series shall have conversion privilege with respect to shares of any other class or classes of stock or of any other series of any class of stock and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate upon occurrence of such events as the Board of Directors shall determine;

(5) Whether the shares of that series shall be redeemable and, if so, the terms and conditions of such redemption, including their relative rights of priority, if any, of redemption, the date or dates upon or after which they shall be redeemable, provisions regarding redemption notices and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(6) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series and, if so, the terms and amount of such sinking fund;

(7) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation and the relative rights of priority, if any, of payment of shares of that series;

(8) The conditions or restrictions upon the creation of indebtedness of the Corporation, or upon the issuance of additional Preferred Stock or other capital stock ranking on a parity therewith, or prior thereto, with respect to dividends or distribution of assets upon liquidation;

(9) The conditions or restrictions with respect to the issuance of, payment of dividends upon, or the making of other distributions to, or the acquisition or redemption of, shares ranking junior to the Preferred Stock or to any series thereof with respect to dividends or distribution of assets upon liquidation;

(10) The pre-emptive right of the holders of the shares of a series to subscribe for and purchase a pro rata number of shares of any subsequent series of Preferred Stock which the Corporation may issue; and

(11) Any other designations, powers, preferences and rights, including, without limitation, any qualifications, limitations or restrictions thereof.

Any of the Series Terms, including voting rights, of any series may be dependent upon facts ascertainable outside these Articles of Incorporation and the Preferred Stock Series Resolution, provided that the manner in which such facts shall operate upon such Series Terms is clearly and expressly set forth herein or in the Preferred Stock Series Resolution.

Subject to the provisions of this Article, shares of one or more series of Preferred Stock may be authorized or issued from time to time as shall be determined by and for such consideration as shall be fixed by the Board of Directors or a designated committee thereof, in an aggregate amount not exceeding the total number of shares of Preferred Stock authorized by these Articles of Incorporation. Except in respect of series particulars fixed by the Board of Directors or its committee as permitted hereby, all shares of Preferred Stock shall be of equal rank and shall be identical. All shares of any one series of Preferred Stock so designated by the Board of Directors shall be alike in every particular, except that shares of any one series issued at different times may differ as to the dates from which dividends thereon shall be cumulative.

(b) Common Stock.

(i) Dividends. Subject to the provisions of any Preferred Stock Series Resolution, the Board of Directors may, in its discretion, out of funds legally available for the payment of dividends at such times and in such manner as determined by the Board of Directors, declare and pay dividends (in cash, stock or otherwise) on the Common Stock of the Corporation.

(ii) Liquidation. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after payment or provision for payment of the debts and other liabilities of the Corporation and payment or setting aside for payment of any preferential amount due to the holders of any other class or series of stock, the holders of the Common Stock shall be entitled to receive ratably any or all assets remaining to be paid or distributed.

(iii) Voting Rights. Subject to any special voting rights set forth in any Preferred Stock Series Resolution, the holders of the Common Stock of the Corporation shall be entitled at all meetings of the shareholders to one vote for each share of such stock held by them.

(c) Prior, Parity or Junior Stock. Whenever reference is made in this Article to shares "ranking prior to" another class of stock or "on a parity with" another class of stock, such reference shall mean and include all other shares of the Corporation in respect of which the rights of the holders thereof as to the payment of dividends or as to distributions in the event of a voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation are given preference over a class of stock. Whenever reference is made to shares "ranking junior to" another class of stock, such reference shall mean and include all shares of the Corporation in respect of

which the rights of the holders thereof as to the payment of dividends and as to distributions in the event of a voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation are junior and subordinate to the rights of the holders of such class of stock.

Except as otherwise provided herein or in any Preferred Stock Series Resolution, each series of Preferred Stock ranks on a parity with each other series and each ranks prior to the Common Stock. Common Stock ranks junior to the Preferred Stock.

(d) Liquidation. For the purposes of Section 2(b) of this Article and for the purpose of the comparable sections of any Preferred Stock Series Resolution, the merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or the sale, lease or conveyance of all or substantially all of the assets, property or business of the Corporation, shall not be deemed to be a liquidation, dissolution or winding up of the Corporation.

(e) Reservation and Retirement of Shares. The Corporation shall at all times reserve and keep available, out of its authorized but unissued shares of Common Stock or out of the shares of Common Stock held in its treasury, the full number of the shares of Common Stock into which all shares of any series of Preferred Stock having conversion privileges from time to time outstanding are convertible.

Unless otherwise provided in a Preferred Stock Series Resolution with respect to a particular series of Preferred Stock, all shares of Preferred Stock redeemed or acquired (as a result of conversion or otherwise) shall be retired and restored to the status of authorized but unissued shares.

(f) Pre-emptive Rights. Except as may be provided specifically in a Preferred Stock Series Resolution adopted in accordance with Section 1(x) above, no holder of securities of the Corporation shall be entitled as a matter of right, pre-emptive or otherwise, to subscribe for or purchase any securities of the Corporation now or hereafter authorized to be issued or securities held

in the treasury of the Corporation whether issued or sold for cash or other consideration or as dividend or otherwise. Any such securities may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable.

(g) Denial of Cumulative Voting. No shareholder of the Corporation shall have the right of cumulative voting at any election of directors or upon any other matter.

(h) Purchase of Shares. Subject to compliance with all applicable laws and with any restrictions appearing elsewhere in these Articles of Incorporation, the Corporation may, upon resolution of its Board of Directors, purchase, directly, or indirectly, its own shares to the extent permitted by the Florida Business Corporation Act.

FOURTH: The street address of the initial registered office of the Corporation is C/O CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324, and the name of the initial registered agent at such address is CT Corporation System.

FIFTH: The name and address of the incorporator is T. J. Falgout, III, 4040 North MacArthur Boulevard, Suite 100, Irving, Texas 75038.

Acceptance by Registered Agent: CT Corporation System is familiar with and accepts the obligations provided for in §607.325.


DATED February 25, 1999.

CT CORPORATION SYSTEM, Registered Agent

By: 

Name: _____

MICHAEL E. JONES
ASSISTANT SECRETARY


T. J. FALGOUT, III, Incorporator

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