

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
12/11/96

CHARTER NUMBER: 327475
ROLL AND FRAME: 5686-0379

05686-0379

CORPORATION:

CLEVELAND STEEL CONTAINER CORPORATION

DOCUMENT NUMBER

CODE

FEE

96120928901

AMA

35.00

96120928901

MIS

10.00

CHS

NO FEE

046449

RETURN TO: CALFEE, HALTER & GRISWOLD
ATTN C BRAUNSCHWEIG
88 E BROAD ST STE 1500
COLUMBUS OH 43215

TOTAL :

45.00

0561

05686-0380



The State of Ohio

Bob Taft

Secretary of State

327475

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous

Filings; that said records show the filing and recording of: AMA MIS CHS

of:

CLEVELAND STEEL CONTAINER CORPORATION

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll 5686 at Frame 0381 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 9TH day of DEC ,

A.D. 19 96 .



Bob Taft
Bob Taft
Secretary of State

05686-0381

CERTIFICATE OF AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

CLEVELAND STEEL CONTAINER CORPORATION327475
APPROVEDBy CRDate 12-9-96Amount 35-

96126928901

Charter No. 327475

Christopher I. Page, President and William A. Papenbrock, Secretary of Cleveland Steel Container Corporation, an Ohio Corporation (the "Corporation"), do hereby certify as follows:

(a) That at a meeting duly called and held on December 4, 1996, the following resolutions to adopt Amended and Restated Articles of Incorporation of the Corporation were adopted by the unanimous affirmative vote of the holders of all of the shares of each class of shares of the Corporation:

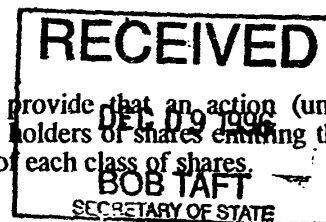
RESOLVED: That the Amended and Restated Articles of Incorporation attached hereto as Exhibit A and by reference made a part hereof, be and they are hereby adopted in their entirety in substitution for the previously existing Articles of Incorporation of the Corporation and all amendments thereto.

RESOLVED FURTHER: That the President and Secretary of the Corporation be and they are hereby authorized and directed to execute and file in the office of the Secretary of State of Ohio an appropriate Certificate of Amended and Restated Articles of Incorporation in order to carry out the intent and purpose of the preceding resolution and render effective said Amended and Restated Articles of Incorporation.

(b) That on November 25, 1996, the Corporation provided notice to the Shareholders of the Special Meeting of the Shareholders held on December 4, 1996 and that such notice provided that the effect of the amendment to the Articles of Incorporation denying the Shareholders the right to cumulate their vote in the election of Directors does both of the following:

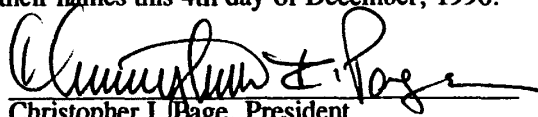
- (i) **PERMIT A MAJORITY OF A QUORUM OF THE VOTING POWER IN THE ELECTION OR REMOVAL OF DIRECTORS TO ELECT OR REMOVE EVERY DIRECTOR.**
- (ii) **PRECLUDE A MINORITY OF A QUORUM OF THE VOTING POWER IN THE ELECTION OR REMOVAL OF DIRECTORS FROM ELECTING OR PREVENTING THE REMOVAL OF ANY DIRECTOR.**

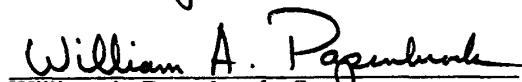
(c) That the Corporation's Articles of Incorporation provide that an action (unless otherwise prohibited by statute) may be taken by the vote of the holders of shares entitling them to exercise a majority of the voting power of the Corporation or of each class of shares.



05686-0382

IN WITNESS WHEREOF, said Christopher I. Page, President, and William A. Papenbrock, Secretary, of Cleveland Steel Container Corporation, acting for and on behalf of said Corporation, have hereunto subscribed their names this 4th day of December, 1996.


Christopher I. Page, President


William A. Papenbrock, Secretary

I:\BRAUNSCHV02694AAA.311

Exhibit A

05686-0383

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CLEVELAND STEEL CONTAINER CORPORATION

These Amended and Restated Articles of Incorporation of Cleveland Steel Container Corporation (the "Corporation") supersede the existing Articles of Incorporation of the Corporation.

ARTICLE I

The name of the Corporation is Cleveland Steel Container Corporation.

ARTICLE II

The principal office of the Corporation shall be located in Cleveland, Cuyahoga County, Ohio.

ARTICLE III

The purpose or purposes for which, or for any of which, it is formed are to enter into, promote or conduct any kind of business, contract or undertaking permitted to Corporations for profit organized under the General Corporation Laws of the State of Ohio, to engage in any lawful act or activity for which Corporations may be formed under Sections 1701.01 to 1701.98, inclusive, of the Revised Code of Ohio, and, in connection therewith, to exercise all express and incidental powers normally, permitted such Corporations.

ARTICLE IV

The authorized number of shares of the Corporation, all of which shall be designated as Common Shares, without par value (hereinafter "Common Shares"), shall be three thousand (3,000). Each of the issued and outstanding Class A Common Shares of the Corporation, \$100 par value, heretofore authorized is hereby converted into one (1) Common Share of the Corporation. Each of the issued and outstanding Class B Common Shares of the Corporation, \$28 par value, heretofore authorized is hereby converted into two and one-half (2.5) Common Shares of Corporation. Said conversion shall become effective as to

05686-0384

shareholders of record at the time a Certificate of Amendment to the Articles of Incorporation is filed with the Office of the Secretary of State of the State of Ohio.

ARTICLE V

The Corporation may purchase, from time to time, and to the extent permitted by the laws of Ohio, shares of any class of stock issued by it. Such purchases may be made either in the open market or at private or public sale, and in such manner and amounts, from such holder or holders of outstanding shares of the Corporation and at such prices as the Board of Directors of the Corporation shall from time to time determine, and the Board of Directors is hereby empowered to authorize such purchases from time to time without any vote of the holders of any class of shares now or hereafter authorized and outstanding at the time of any such purchase.

ARTICLE VI

Notwithstanding any provision of the laws of the State of Ohio now or hereafter in force requiring, for any purpose, the vote of the holders of greater than a majority but less than all of the voting power of the Corporation or of any class or classes of shares thereof, such action (unless otherwise expressly prohibited by statute) may be taken by vote of the holders of shares entitling them to exercise a majority of the voting power of the Corporation or of such class or classes.

ARTICLE VII

The preemptive right to purchase additional shares or any other securities of the Corporation is expressly denied to all shareholders of all classes.

ARTICLES VIII

The right of shareholders to cumulate their voting power for the election of Directors is expressly denied to all shareholders of all classes.

ARTICLE IX

(A) Mandatory Indemnification. The Corporation shall indemnify, to the fullest extent now or hereafter permitted by law, any Director or officer who was or is a party or is threatened to be made a party to, or is

05686-0385

involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (hereafter, a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, 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 or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a Director, officer, partner, trustee, employee or agent or in any other capacity while serving as a Director, officer, partner, trustee, employee or agent, against all expense, liability and loss (including attorneys' fees, judgments, fines, excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be such a Director, officer, partner, trustee, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators, provided, however, that, except as provided in Section D of this Article IX, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation.

(B) Permissive Indemnification. The Corporation may indemnify any employee or agent of the Corporation to an extent greater than that required by law only if and to the extent that the Directors may, in their discretion, so determine.

(C) Payment of Expenses. Expenses, including attorneys' fees, incurred by a Director or officer of the Corporation in defending any proceeding referred to in Section (A) of this Article IX, shall be paid by the Corporation, in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the Director or officer to repay such amount unless it shall ultimately be determined that he or she is entitled

05686-0386

to be indemnified by the Corporation as authorized in this Article IX; which undertaking may be secured or unsecured, at the discretion of the Corporation.

(D) Action to Compel Payment. If a claim under Section (A) of this Article IX is not paid in full by the Corporation within thirty (30) days after a written claim therefor has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the Ohio General Corporation Laws for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Ohio General Corporation Laws, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

(E) Non-exclusive Remedy. The indemnification and advancement of expenses provided under this Article IX shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any law, these Amended and Restated Articles of Incorporation of the Corporation, the Code of Regulations, any agreement, vote of shareholders or of disinterested Directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office.

05686-0387

(F) Contractual Obligation. This Article IX shall be deemed to be a contract between the Corporation and each Director or officer of the Corporation, or individual who 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 or other enterprise, who serves in such capacity at any time while this Article IX is in effect, and any repeal, amendment or other modification of this Article IX shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

(G) Savings Clause. If this Article IX or any portion thereof shall be invalidated or found unenforceable on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each Director, officer, employee or agent of the Corporation against expenses (including attorneys' fees), judgments, fines, excise taxes, penalties and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative, to the full extent permitted by any applicable portion of this Article IX that shall not have been invalidated or found unenforceable, or by any other applicable law.

(H) Insurance. The Corporation may maintain insurance, at its expense, to protect itself and on behalf of any Director, officer, employee or agent of the Corporation or individual serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Ohio General Corporation Laws.

05686-0388

☐ UNIFORM COMMERCIAL
CODE FILING☒ CORPORATIONS FILING**CORPORATIONS ONLY**☒ EXPEDITE
SERVICE☒ PICK-UP☐ MAIL**CORRESPONDENCE**

PLEASE RETURN THE ATTACHED DOCUMENTS TO:

Calfee Halter + Griswold
NAME OF YOUR FIRM OR COMPANYCarol Braunschweig
ATTENTION88 E. Broad St., Ste. 1500

STREET, CITY, STATE, ZIP CODE

621-1500

TELEPHONE NUMBER

UCC ONLY☐ MAIL☐ PICK-UP

IF NOT CHECKED, IT WILL BE MAILED.

