

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

|                           |   |          |                       |
|---------------------------|---|----------|-----------------------|
| SUBMISSION TYPE:          | NEW ASSIGNMENT  |          |                       |
| NATURE OF CONVEYANCE:     | MERGER  |          |                       |
| EFFECTIVE DATE:           | 04/23/2008  |          |                       |
| CONVEYING PARTY DATA      |   |          |                       |
|                           | Name  | Formerly | Execution Date        |
|                           | Quanex Corporation  |          | 04/23/2008            |
|                           |   |          | Entity Type           |
|                           |   |          | CORPORATION: DELAWARE |
| RECEIVING PARTY DATA      |   |          |                       |
| Name:                     | Gerdau Macsteel, Inc.   |          |                       |
| Street Address:           | 5591 Morrill Road   |          |                       |
| City:                     | Jackson   |          |                       |
| State/Country:            | MICHIGAN  |          |                       |
| Postal Code:              | 49201   |          |                       |
| Entity Type:              | CORPORATION: DELAWARE   |          |                       |
| PROPERTY NUMBERS Total: 1 |   |          |                       |
|                           | Property Type   | Number   | Word Mark             |
|                           | Registration Number:  | 3128356  | MACPLUS               |
| CORRESPONDENCE DATA       |   |          |                       |
| Fax Number:               | (734)662-1014   |          |                       |
| Phone:                    | 7346620270  |          |                       |
| Email:                    | clutter@youngbasile.com   |          |                       |
|                           | <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i> |          |                       |
| Correspondent Name:       | YOUNG BASILE HANLON & MACFARLANE P.C.   |          |                       |
| Address Line 1:           | 3001 WEST BIG BEAVER ROAD   |          |                       |
| Address Line 2:           | SUITE 624   |          |                       |
| Address Line 4:           | TROY, MICHIGAN 48084-3107   |          |                       |
| ATTORNEY DOCKET NUMBER:   | QXC-101-TM  |          |                       |
| NAME OF SUBMITTER:        | Todd L. Moore   |          |                       |

|  |                 |
|--|-----------------|
| Signature:   | /Todd L. Moore/ |
| Date:  | 02/23/2012      |
| Total Attachments: 7<br>source=QXC101TM_MergerDocument#page1.tif<br>source=QXC101TM_MergerDocument#page2.tif<br>source=QXC101TM_MergerDocument#page3.tif<br>source=QXC101TM_MergerDocument#page4.tif<br>source=QXC101TM_MergerDocument#page5.tif<br>source=QXC101TM_MergerDocument#page6.tif<br>source=QXC101TM_MergerDocument#page7.tif |                 |

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# Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"GERDAU DELAWARE, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "QUANEX CORPORATION" UNDER THE NAME OF "GERDAU MACSTEEL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF APRIL, A.D. 2008, AT 10:46 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-THIRD DAY OF APRIL, A.D. 2008, AT 5:05 O'CLOCK P.M.

FILED

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Administrator  
BUREAU OF COMMERCIAL SERVICES



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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6901675

DATE: 10-08-08

20.00 USIB 114829

TRADEMARK

REEL: 004722 FRAME: 0352

**CERTIFICATE OF MERGER  
of**

**GERDAU DELAWARE, INC.,  
a Delaware Corporation**

**WITH AND INTO**

**QUANEX CORPORATION,  
a Delaware Corporation**

Pursuant to Section 251(c) of the General Corporation Law of the State of Delaware (the "DGCL"), Quanex Corporation, a Delaware corporation, hereby certifies the following information relating to the merger (the "Merger") of Gerdau Delaware, Inc., a Delaware corporation, with and into Quanex Corporation:

FIRST: The names and states of incorporation of the constituent corporations (the "Constituent Corporations") in the Merger are:

| <u>Name</u>           | <u>State of Incorporation</u> |
|-----------------------|-------------------------------|
| Quanex Corporation    | Delaware                      |
| Gerdau Delaware, Inc. | Delaware                      |

SECOND: The Agreement and Plan of Merger (the "Merger Agreement"), dated as of November 18, 2007, by and among Gerdau S.A., a corporation organized under the laws of the Federative Republic of Brazil, Gerdau Delaware, Inc. and Quanex Corporation, setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of Section 251 of the DGCL.

THIRD: The name of the corporation surviving the Merger (the "Surviving Corporation") is Quanex Corporation, which, immediately after the Merger, will change its name to Gerdau Macsteel, Inc.

FOURTH: The Certificate of Incorporation of the Surviving Corporation shall be amended and restated in its entirety to read as set forth in Exhibit A hereto.

FIFTH: The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation whose address is 4221 West Boy Scout Blvd., Suite 600, Tampa, Florida 33607.

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The Merger shall become effective at 5:05 pm, Eastern Daylight Time, on April 23, 2008.

IN WITNESS WHEREOF, this Certificate of Merger has been executed by the undersigned, a duly authorized officer of the Surviving Corporation, on this 23rd day of April 2008.

QUANEX CORPORATION,

By: 

Name: Raymond A. Jean

Title: President and Chief Executive Officer

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION**

of

**QUANEX CORPORATION,**

**a Delaware Corporation**

Quanex Corporation, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), certifies that:

1. The name of the Corporation is Quanex Corporation. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on June 3, 1968 under the name Michigan Seamless Tube Company.

2. This Amended and Restated Certificate of Incorporation was duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware.

3. The text of the Certificate of Incorporation is amended and restated to read as follows:

**FIRST.** The name of the corporation is Gerdau Macsteel, Inc. (the "Corporation").

**SECOND.** The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

**THIRD.** 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 Delaware (the "DGCL").

**FOURTH.** 1. Common Stock. The total number of shares of all classes of stock which the Corporation shall have authority to issue is 1000 shares of Common Stock, par value \$0.001 per share (the "Common Stock"). All shares of Common Stock will be identical and will entitle the holders thereof to the same rights and privileges.

2. Voting Rights. The holders of Common Stock will be entitled to one vote per share on all matters to be voted on by the Corporation's stockholders, except as otherwise required by law. There shall be no cumulative voting.

3. Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefore as and when determined by the Board of Directors, subject to any provision of this Amended and Restated Certificate of Incorporation, as it may be amended from time to time.

4. Liquidation Rights. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Common Stock shall be entitled to share, ratably according to the number of shares of Common Stock held by them, in the remaining assets of the Corporation available for distribution to its stockholders.

FIFTH. To the fullest extent permitted by the DGCL as the same now exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duties as a director. Any repeal or modification of this Article Fifth shall not adversely affect any right or protection of a director existing at the time of such repeal or modification.

SIXTH. The Board of Directors, acting by majority vote, is expressly authorized to adopt, amend or repeal the bylaws of the Corporation.

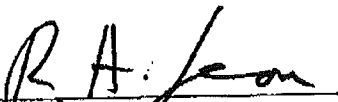
SEVENTH. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are subject to this reservation.

EIGHTH. This Amended and Restated Certificate of Incorporation of the Corporation shall be effective at 5:05 pm, Eastern Daylight Time, on April 23, 2008.

*(Remainder of Page Intentionally Left Blank.)*

IN WITNESS WHEREOF, Qualex Corporation has caused this Amended and Restated Certificate of Incorporation to be executed by the undersigned, a duly authorized officer of the Corporation, on April 23, 2008.

QUANEX CORPORATION

By:   
Name: *Raymond A. Jean*  
Title: *President and Chief Executive Officer*

Signature Page for Exhibit A to Merger Certificate



DOCUMENT WILL BE RETURNED TO NAME AND MAILING ADDRESS  
INDICATED IN THE BOX BELOW. Include name, street and number  
(or P.O. box), City, State and ZIP code.

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Corporation Service Company  
1201 Hays Street  
Tallahassee, FL 32301