

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM414499

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME		
EFFECTIVE DATE:	04/23/2008		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
QUANEX CORPORATION		04/23/2008	Corporation: DELAWARE
NEWLY MERGED ENTITY DATA			
Name	Execution Date	Entity Type	
GERDAU DELAWARE, INC.	04/23/2008	Corporation: DELAWARE	
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)			
Name:	GERDAU MACSTEEL, INC.		
Street Address:	4221 Boy Scout Blvd.		
Internal Address:	Suite 600		
City:	Tampa		
State/Country:	FLORIDA		
Postal Code:	33607		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2590394	NITRO-100	
Registration Number:	2120181	NITROSTEEL	
Registration Number:	3513059	NITROBRITE	
CORRESPONDENCE DATA			
Fax Number:	4046856929		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	4048153628		
Email:	rlunsford@sgrlaw.com		
Correspondent Name:	J. Rodgers Lunsford III		
Address Line 1:	1230 PEACHTREE STREET, N.E., Suite 3100		
Address Line 4:	ATLANTA, GEORGIA 30309		
NAME OF SUBMITTER:	J. Rodgers Lunsford III		

OP \$90.00 2590394

SIGNATURE:	/J. Rodgers Lunsford III/
DATE SIGNED:	02/01/2017
Total Attachments: 7 source=Gerdau Macsteel, Inc. - Merger and Change of Name#page1.tif source=Gerdau Macsteel, Inc. - Merger and Change of Name#page2.tif source=Gerdau Macsteel, Inc. - Merger and Change of Name#page3.tif source=Gerdau Macsteel, Inc. - Merger and Change of Name#page4.tif source=Gerdau Macsteel, Inc. - Merger and Change of Name#page5.tif source=Gerdau Macsteel, Inc. - Merger and Change of Name#page6.tif source=Gerdau Macsteel, Inc. - Merger and Change of Name#page7.tif	

Delaware

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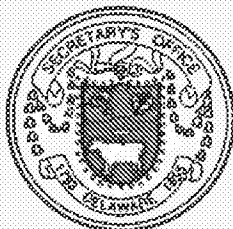
The First State

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.



0679409 8100M

081024411

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6901675

DATE: 10-08-08

TRADEMARK

REEL: 005982 FRAME: 0183

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.

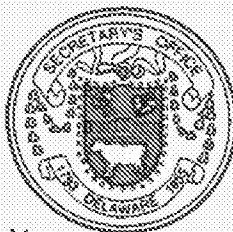
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-THIRD DAY OF APRIL, A.D. 2008, AT 5:05 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

0679409 8100M

080461309

You may verify this certificate online
at corp.delaware.gov/authvax.shtml



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 6541936

DATE: 04-23-08

TRADEMARK
REEL: 005982 FRAME: 0184

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 Gerdaul 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
Gerdaul Delaware, Inc.	Delaware

SECOND: The Agreement and Plan of Merger (the "Merger Agreement"), dated as of November 18, 2007, by and among Gerdaul S.A., a corporation organized under the laws of the Federative Republic of Brazil, Gerdaul 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 Gerdaul 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 Macasteel, 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.

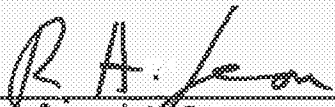
SEVENTH. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are subject to this reservation.

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, Quanex 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 M. Jean*
Title: *President and Chief Executive Officer*

Signature Page for Exhibit A to Merger Certificate