

# 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 AMENDMENT OF "INTERNATIONAL METAL ENTERPRISES, INC.", CHANGING ITS NAME FROM "INTERNATIONAL METAL ENTERPRISES, INC." TO "GLOBE SPECIALTY METALS, INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF NOVEMBER, A.D. 2006, AT 12:37 O'CLOCK P.M.

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



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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5189879

DATE: 11-13-06

**CERTIFICATE OF AMENDMENT  
TO THE  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
INTERNATIONAL METAL ENTERPRISES, INC.  
(Pursuant to Section 242 of the General Corporation Law)**

**International Metal Enterprises, Inc.**, a Delaware corporation organized and existing under the Delaware General Corporation Law, hereby certifies as follows:

1. The name of the corporation is International Metal Enterprises, Inc. (the "Corporation").
2. The date of filing of the original Certificate of Incorporation with the Delaware Secretary of State was December 23, 2004 (the "Certificate"), and the name under which the Corporation was originally incorporated was International Metal Enterprises, Inc. The Certificate was amended and restated with the filing of an Amended and Restated Certificate of Incorporation with the Secretary of State on February 18, 2005 (the "Restated Certificate"). The Restated Certificate was further amended and restated with the filing of an Amended and Restated Certificate of Incorporation with the Secretary of State on March 24, 2005 (the "Second Restated Certificate"), which Second Restated Certificate was subsequently amended and restated on September 23, 2005 (the "Amended and Restated Certificate of Incorporation").
3. The Amended and Restated Certificate of Incorporation of the Corporation is hereby amended to change the name of the Corporation by deleting the content of Article FIRST thereof in its entirety and inserting in lieu thereof the following:

"FIRST: The name of the corporation is Globe Specialty Metals, Inc.  
(hereinafter sometimes referred to as the "Corporation")."
4. This Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Corporation was duly adopted pursuant to the provisions of Section 242 of the Delaware General Corporation Law.

**INTERNATIONAL METAL ENTERPRISES, INC.**

**SECRETARY'S CERTIFICATE**

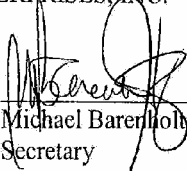
The undersigned, being the Secretary of International Metal Enterprises, Inc., a Delaware corporation (the "Company"), does hereby certify as follows:

1. I am the duly elected, qualified and acting Secretary of the Company and am familiar with the facts certified herein and duly authorized to certify the same.
2. Attached hereto as Exhibit A is a true and correct copy of the Company Amended and Restated Certificate of Incorporation, dated as of September 23, 2005 the "Certificate of Incorporation"). The Certificate of Incorporation has not otherwise been amended, modified, rescinded or changed in any respect and is in full force and effect on the date hereof.
3. Attached hereto as Exhibit B is a true, correct and complete copy of resolutions of the Board of Directors of the Parent adopted on August 29, 2006 approving the transactions contemplated by the Agreement and Plan of Merger, dated as of August 30, 2006, by and among the Company, Globe Acquisition Corp. ("Merger Sub"), Globe Metallurgical Inc., and each of the persons listed under the caption "Stockholders" on the signature page of the Agreement, and that remain in full force and effect on the date hereof and have not been amended, supplemented or superseded.
4. Attached hereto as Exhibit C is a true and correct copy of the Company's By-Laws. The By-Laws have not otherwise been amended, modified, rescinded or changed in any respect and are in full force and effect on the date hereof.

IN WITNESS WHEREOF, the undersigned, being the Secretary of the Company, has executed this Certificate as of November \_\_, 2005.

INTERNATIONAL METAL  
ENTERPRISES, INC.

By: \_\_\_\_\_

  
Michael Barertholz  
Secretary

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
INTERNATIONAL METAL ENTERPRISES, INC.**

**Adopted in Accordance with Section 242 and 245  
of the Delaware General Corporation Law**

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INTERNATIONAL METAL ENTERPRISES, INC., a Delaware corporation (the "Company") does hereby certify that:

FIRST. The name of the corporation is International Metal Enterprises, Inc. The date of filing of the original Certificate of Incorporation with the Delaware Secretary of State was December 23, 2004 and the name under which the Company was originally incorporated was International Metal Enterprises, Inc. The Certificate of Incorporation was amended and restated with the filing of an Amended and Restated Certificate of Incorporation with the Secretary of State on February 18, 2005. The Certificate of Incorporation was further amended and restated with the filing of an Amended and Restated Certificate of Incorporation with the Secretary of State on March 24, 2005.

SECOND. This Amended and Restated Certificate of Incorporation (the "Certificate") amends, restates and integrates the provisions of the Certificate of Incorporation of said Company, as previously amended and restated to date, and has been duly adopted in accordance with the provisions of Section 242 and 245 of the General Corporation Law of the State of Delaware (the "GCL") by the written consent of the holders of the outstanding stock entitled to vote thereon in accordance with the provisions of Section 228 of the GCL.

THIRD: This Certificate shall become effective immediately upon its filing with the Secretary of State of the State of Delaware.

FOURTH: Upon the filing with the Secretary of State of the State of Delaware of this Certificate, the Certificate of Incorporation shall be amended and restated in its entirety to be and read as set forth on Exhibit A attached hereto.

IN WITNESS WHEREOF, the Company has caused this Certificate to be executed by a duly authorized officer as of this September 23<sup>rd</sup>, 2005.

INTERNATIONAL METAL ENTERPRISES, INC

By: /Alan Kestenbaum/  
Name: Alan Kestenbaum  
Title: Chief Executive Officer

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**IN WITNESS WHEREOF**, the undersigned, being an authorized officer of International Metal Enterprises, Inc., has executed this Certificate of Amendment to the Amended and Restated Certificate of Incorporation this 13<sup>th</sup> day of November, 2006.

**INTERNATIONAL METAL  
ENTERPRISES, INC.**

By: /s/Alan Kestenbaum

Name: Alan Kestenbaum

Title: Chief Executive Officer

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