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ACCOUNT NO. : 072100000032

REFERENCE : 898158 8676A

AUTHORIZATION :

Patricia Pizuto

COST LIMIT : \$ 70.00

ORDER DATE : November 14, 2000

ORDER TIME : 1:25 PM

ORDER NO. : 898158-005

CUSTOMER NO: 8676A

CUSTOMER: Elaine R. Steeris, Legal Asst
Merrill Bookstein, Esq

2499 Glades Road, Suite 101

Boca Raton, FL 33431

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV 14 PM 3:49

DOMESTIC FILING

NAME: AMERICAN MASTERCRAFT STEEL
CONSTRUCTION CORP.

300003463943-5

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

RT RECORDED
00 NOV 14 PM 3:20
J 11/15/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 NOV 14 PM 3:49

ARTICLES OF INCORPORATION

OF

AMERICAN MASTERCRAFT STEEL CONSTRUCTION CORP.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

AMERICAN MASTERCRAFT STEEL CONSTRUCTION CORP.

The address of the principal office of this corporation shall be 2499 Glades Road, Suite 101, Boca Raton, Florida 33431, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 4800 North Federal Highway Suite 201 B, Boca Raton, Florida 33431, and the name of the initial registered agent of the corporation at that address is Merrill A. Bookstein, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Cecil Frank 2499 Glades Road, Suite 101
Dir/Pres/Vice Pres/Treas/Sec Boca Raton, Florida 33431

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company, on November 14, 2000.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

scm

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: AMERICAN MASTERCRAFT STEEL CONSTRUCTION CORP.

2. The name and address of the registered agent and office is:

MERRILL A. BOOKSTEIN, ESQ
(Name)

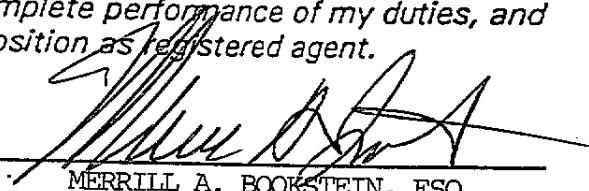
4800 N. FEDERAL HIGHWAY, SUITE 201B
(P.O. Box NOT acceptable)

BOCA RATON, FL. 33431
(City/State/Zip)

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE


MERRILL A. BOOKSTEIN, ESQ
AS AGENT

DATE

NOVEMBER 14, 2000

REGISTERED AGENT FILING FEE: \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314