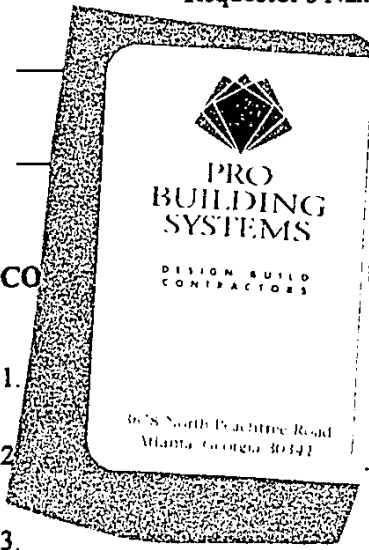


P 32827

Requestor's Name



Phone #

200002275532--4
-08/25/97--01032--002
*****35.00 *****35.00

Office Use Only

- CO DOCUMENT NUMBER(S), (if known):
- _____ (Document #)
 - _____ (Document #)
 - _____ (Corporation Name) (Document #)
 - _____ (Corporation Name) (Document #)

- Walk in
 Pick up time _____
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

97 AUG 25 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature and date: 9/13

Examiner's Initials

**Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 972300780
CONTROL NUMBER : 7306485
DATE INC/AUTH/FILED: 08/09/1973
JURISDICTION : GEORGIA
PRINT DATE : 08/18/1997
FORM NUMBER : 215

P.R.O. BUILDING SYSTEMS, INC.
ATTN: SHIRLEY
3678 NORTH PEACHTREE RD
ATLANTA GA 30341

CERTIFIED COPY

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

**P.R.O. BUILDING SYSTEMS, INC.
A DOMESTIC PROFIT CORPORATION**

Said entity was formed in the jurisdiction set forth above and has filed in the office of the Secretary of State on the date set forth above the original document of which copies are attached.

This certificate is issued pursuant to the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.

Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE



Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 960680910
CONTROL NUMBER: 7306485
EFFECTIVE DATE: 02/26/1996
REFERENCE : 0064
PRINT DATE : 03/29/1996
FORM NUMBER : 611

DAVID F. ROCK
ROCK & LEITZ, P.C.
2985 PIEDMONT RD.
ATLANTA GA 30305

CERTIFICATE OF NAME CHANGE AMENDMENT

I, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

PRO METAL BUILDING SYSTEMS, INC.
A DOMESTIC PROFIT CORPORATION

has filed articles of amendment in the office of the Secretary of State changing its name to

P.R.O. BUILDING SYSTEMS, INC.

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.

Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE



960680910

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
PRO METAL BUILDING SYSTEMS, INC.

1.

The name of the Corporation is PROMETAL BUILDING SYSTEMS, INC.

2.

Effective February 23, 1996, Article 1 of the Articles of Incorporation of PRO METAL BUILDING SYSTEMS, INC. is amended to read as follows:

"The name of the Corporation is P.R.O. BUILDING SYSTEMS, INC."

All other provisions of the Articles of Incorporation shall remain in full force and effect.

3.

This Amendment was duly adopted by the Board of Directors, February 23, 1996 in accordance with the provisions of Section 14-2-1002 of the Georgia Business Corporation Code. Shareholder approval is not required.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed and attested by its duly authorized officers.

This 19 day of March, 1996.

PRO METAL BUILDING SYSTEMS, INC.

P.R. Orlon
P.R. ORTON, President

ATTEST:

Frances Orton
FRANCES ORTON, Secretary



SECRETARY OF STATE
MAR 29 10 28 AM '96
BOSTON

**CERTIFICATE REGARDING
REQUEST FOR PUBLICATION OF NOTICE OF
CHANGE OF CORPORATE NAME**

The undersigned hereby certifies that a request for publication of a notice of intent to file articles of amendment of PROMETAL BUILDING SYSTEMS, INC., a Georgia corporation, and payment therefor has been made as required by Section 14-2-1006.1 of the Official Code of Georgia Annotated.

IN WITNESS WHEREOF, the undersigned does hereby set his hand and seal this 23 day of Feb, 1996.



P.R. ORTON, President

SECRETARY OF STATE
Feb 26 10 28 AM '96
BSR (1)

Secretary of State
Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1538

TRANSACTION NUMBER : 90334230
CHARTER NUMBER : 7306485
DATE INCORPORATED : 08/09/73
EFFECTIVE DATE : 12/01/90
EXAMINER : PAW NEAL
TELEPHONE : 404-656-2812

REQUESTED BY:
ROCK & LEITZ, P.C.
DAVID F. ROCK
2985 PIEDMONT RD. N.E.
P. O. BOX 550047
ATLANTA, GA 30355

CERTIFICATE OF MERGER

I, MAX CLELAND, Secretary of State and the Corporations Commissioner of the State of Georgia do hereby certify, under the seal of my office, that articles of merger have been duly filed on the effective date set forth above, merging

"P. R. GERTON, INC.", a Georgia corporation
with and into
"PRO METAL BUILDING SYSTEMS, INC.", a Georgia corporation

and the fees therefor paid as provided by law, and that attached hereto is a true and correct copy of said articles of merger.

WITNESS, my hand and official seal, in the City of Atlanta and the State of Georgia on the date set forth below.

DATE: DECEMBER 3, 1990
FORM A6 (JULY 1989)



Max Cleland

MAX CLELAND
SECRETARY OF STATE

SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT-LINE
404-656-2222
Outside Metro-Atlanta

STATE OF GEORGIA
COUNTY OF FULTON

ARTICLES OF MERGER OF
P. R. ORTON, INC.
AND
PRO METAL BUILDING SYSTEMS, INC.

I

The Agreement and Plan of Merger attached hereto as Exhibit A and incorporated by reference herein was duly approved by the Board of Directors of P. R. Orton, Inc. ("Orton"), a Georgia corporation, and the Board of Directors of Pro Metal Building Systems, Inc. ("Pro"), a Georgia corporation, on November 28, 1990.

II

The name of the surviving corporation is Pro Metal Building Systems, Inc., a Georgia corporation.

III

The Agreement and Plan of Merger was duly approved by unanimous vote of the shareholders of Orton and Pro on November 28, 1990.

IV

Pursuant to the Agreement and Plan of Merger, the merger of Orton and Pro shall be effective as of 12:01 a.m., on December 1, 1990.

P. R. ORTON, INC.

By: [Signature]
P. R. Orton, President

[SIGNATURES CONTINUED ON NEXT PAGE]

[CORPORATE SEAL]

ATTEST:

By: Francis Orton
Secretary

PRO METAL BUILDING SYSTEMS, INC.

By: P. R. Orton
P. R. Orton, President

[CORPORATE SEAL]

ATTEST:

By: Francis Orton
Secretary

470\ArtMerg.FRO

STATE OF GEORGIA
COUNTY OF FULTON

EXHIBIT "A"
AGREEMENT AND PLAN OF MERGER OF
P. R. ORTON, INC.
WITH AND INTO
PRO METAL BUILDING SYSTEMS, INC.

This Agreement and Plan of Merger (the "Agreement") is made and entered into this 28th day of November, 1990 by and between P. R. Orton, Inc. ("Orton") and Pro Metal Building Systems, Inc., a Georgia corporation ("Pro") (Orton and Pro being hereinafter sometimes collectively referred to as the Constituent Corporations).

W I T N E S S E T H:

WHEREAS, Orton is a corporation organized under the laws of the State of Georgia with its principal office therein located at 3678 North Peachtree Road, County of Fulton;

WHEREAS, Orton has authorized capital stock consisting of: (i) 500 shares of Class A common stock, \$100.00 par value ("Orton Class A Common Stock"), of which 40 shares are issued and outstanding, and (ii) 500 shares of Class B common stock, \$100.00 par value ("Orton Class B Common Stock"), of which no shares are issued and outstanding;

WHEREAS, Pro is a corporation organized under the laws of the State of Georgia with its principal office therein located at 3678 North Peachtree Road, Chamblée, Georgia, County of Fulton;

WHEREAS, Pro has authorized capital stock consisting of 100,000 shares of common stock, \$1.00 par value, of which 2,600 shares are issued and outstanding;

WHEREAS, the laws of the State of Georgia and the State of Georgia permit a merger of the Constituent Corporations;

WHEREAS, the Boards of Directors of each of the Constituent Corporations have determined that it is advisable and for the benefit of each of the Constituent Corporations and their respective shareholders that Orton be merged with and into Pro on the terms and conditions hereinafter set forth, and by resolutions duly adopted have adopted the terms and conditions of this Agreement; and directed that the proposed merger be submitted to the shareholders of Orton and recommended to such

shareholders approval of the terms and conditions hereinafter set forth;

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements, promises and covenants contained herein, it is agreed by and between the parties hereto, subject to the conditions hereinafter set forth and in accordance with the Georgia Business Corporation Code (the "Code"), that Orton shall be and hereby is, at the Effective Date (as hereinafter defined), merged with and into Pro (Pro subsequent to such merger being hereinafter sometimes referred to as the "Surviving Corporation"), with the corporate existence of the Surviving Corporation to be continued under the name "Pro Metal Building Systems, Inc.", and that the terms and conditions of the merger hereby agreed upon, the mode of carrying the same into effect, the manner of converting shares are and shall be as follows:

SECTION 1

MERGER

1.1. On the Effective Date, Orton shall be merged with and into Pro, and Pro shall continue in existence and the merger shall in all respects have the effect provided for in Section 14-2-1106 of the Georgia Business Corporation Code.

1.2. Without limiting the foregoing, on and after the Effective Date, the separate existence of Orton shall cease, and, in accordance with the terms of this Agreement, the title to all real estate and other property owned by each of the Constituent Corporations shall be vested in the Surviving Corporation without reversion or impairment; the Surviving Corporation shall have all liabilities of each of the Constituent Corporations; and any proceeding pending against any Constituent Corporation may be continued as if the merger did not occur or the Surviving Corporation may be substituted in its place.

1.3. Prior to and from and after the Effective Date, the Constituent Corporations shall take all such action as shall be necessary or appropriate in order to effectuate the merger. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other actions are necessary, appropriate or desirable to vest in said corporation, according to the terms hereof, the title to any property or rights of Orton, the last acting officers of Orton, or the corresponding officers of the Surviving Corporation, shall and will execute and make all such proper assignments and assurances and take all action necessary and proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement.

SECTION 2

TERMS OF TRANSACTION

2.1. Upon the Effective Date:

(a) Each share of Orton Class A Common Stock issued and outstanding immediately prior to the Effective Date shall, by virtue of the merger and without any action on the part of the holder thereof, thereupon be converted into one share of Pro Common Stock, subject to the provisions of Section 2.2 below, the shares of Common Stock of the Surviving Corporation required for such purpose being drawn from authorized but unissued shares of the Surviving Corporation.

(b) Each share of Pro Common Stock outstanding and owned of record by its shareholders immediately prior to the Effective Date shall continue to represent one issued share of Common Stock of the Surviving Corporation.

2.2. After the Effective Date, each holder of an outstanding certificate or certificates which immediately prior thereto represented shares of Orton Class A Common Stock will, upon surrender of such certificate or certificates, be entitled to a certificate or certificates representing the number of shares of Pro Common Stock or into which the aggregate number of shares of Orton Class A Common Stock previously represented by such certificate or certificates surrendered shall have been converted pursuant to Section 2.1 of this Agreement.

SECTION 3

DIRECTORS AND OFFICERS

The persons who are directors and officers of Pro immediately prior to the Effective Date shall continue as the directors and officers of the Surviving Corporation and shall continue to hold office as provided in the bylaws of the Surviving Corporation.

SECTION 4

ARTICLES OF INCORPORATION AND BYLAWS

4.1. From and after the Effective Date, the Articles of Incorporation of Pro, as in effect at such date, shall be the Articles of Incorporation of the Surviving Corporation and shall continue in effect until the same shall be altered, amended or repealed as therein provided or as provided by law.

4.2. From and after the Effective Date, the bylaws of Pro, in effect at such date, shall be the bylaws of the Surviving Corporation and shall continue in effect until the same shall be altered, amended or repealed as therein provided or as provided by law.

SECTION 5

SHAREHOLDER APPROVAL, EFFECTIVENESS OF MERGER

This Agreement shall be submitted for approval to the shareholders of Orton and Pro as provided by the Code. If this Agreement is duly authorized and adopted by the requisite vote or written consents of such shareholders and is not terminated and abandoned pursuant to the provisions of Section 6 hereof this Agreement shall be executed, and this Agreement, and Articles or Certificate of Merger incorporating the terms of this Agreement, shall be filed and recorded in accordance with the laws of the State of Georgia as soon as practicable after the last approval by such shareholders. The Board of Directors and the proper officers of the Constituent Corporations are authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement or of the merger herein provided for. The merger shall become effective at 12:01 a.m. on December 1, 1990 (said date is herein referred to as the "Effective Date").

SECTION 6

MISCELLANEOUS

7.1. This Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original and all of which together shall constitute one and the same agreement.

7.2. This Agreement and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Georgia.

IN WITNESS WHEREOF, the Constituent Corporations have each caused this Agreement to be executed, their respective corporate seals to be affixed and the foregoing attested, all by their respective duly authorized officers, as of the date hereinabove written.

P. R. ORTON, INC.

By: P. R. Orton
President

ATTEST:

By: Frances Orton
Secretary

[CORPORATE SEAL]

PRO METAL BUILDING SYSTEMS, INC.

By: P. R. Orton
President

ATTEST:

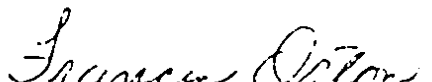
By: Frances Orton
Secretary

[CORPORATE SEAL]

CERTIFICATE OF PUBLICATION NOTICE

I, the undersigned, hereby verify that I am the duly elected and acting secretary of Pro Metal Building System, Inc., a Georgia corporation, and that I have delivered to Daily Report Company which is the official organ of Fulton County where the registered office of Pro Metal Building Systems, Inc., is located, whose most recently published annual statement of ownership and circulation reflects a minimum of sixty (60%) percent paid circulation, a request to publish a notice of the intent to deliver to the Secretary of State Articles of Merger which will effect a merger by and between P. R. Orton, Inc., a Georgia corporation and Pro Metal Building Systems, a Georgia corporation. I further verify that Pro Metal Building Systems, Inc. submitted payment in the amount of Forty Dollars (\$40.00) with the request for publication.

IN WITNESS WHEREOF, I have hereunto affixed my signature and the seal of Pro Metal Building Systems, Inc. this 26th day of November, 1990.



Frances Orton

[CORPORATION SEAL]

DUPLICATE



OFFICE OF SECRETARY OF STATE

I, Ben W. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify, that

"PRO METAL BUILDING SYSTEMS, INC."

was on the 9th day of August, 1973 .
duly incorporated under the laws of the State of Georgia by the Superior Court of
DeKalb County for a period of Perpetual years
from said date, in accordance with the certified copy hereto attached, and that the original
articles of incorporation of said corporation has been duly filed in the office of the
Secretary of State and the fees therefor paid, provided by law.

IN TESTIMONY WHEREOF, I have hereunto set my hand
and affixed the seal of office, at the Capitol, in the City of
Atlanta, this 13th day of August in the year
of our Lord One Thousand Nine Hundred and Seventy
Three and of the Independence of the United States
of America the One Hundred and Ninety-Eighth.

Ben W. Fortson, Jr.
SECRETARY OF STATE, EX-OFFICIO COMMISSIONER
COMMISSIONER OF THE STATE OF GEORGIA.

ARTICLES OF INCORPORATION OF
PRO METAL BUILDING SYSTEMS, INC.

I.

The name of the Corporation is:
"PRO METAL BUILDING SYSTEMS, INC."

II.

The Corporation shall have perpetual duration.

III.

The Corporation is a corporation for profit and is organized for the following purposes:

To carry on and conduct a general construction business including the designing, constructing, enlarging, extending, repairing, completing or otherwise engaging in any work upon buildings or other structures of every kind and description; to make, execute, and take or receive any contracts or assignments of contracts therefor or related thereto; to manufacture or otherwise acquire and furnish all materials and supplies connected therewith, or required therefor; to purchase, own, hold, lease and sell real property, improved and unimproved, or any interest therein; to perform or do any act customarily performed or done by a contractor or builder; to invest in and hold for investment any and all real property, shares of stock or bonds, government, private or corporate; to carry on any other business or commercial enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Georgia; and for all other lawful purposes.

IV.

The Corporation shall have authority to issue not more than 100,000 shares of common capital stock of \$1.00 par value.

V.

The Corporation shall not commence business until it shall have received not less than \$500.00 in payment for the issuance of shares of stock.

VI.

The initial registered office of the Corporation shall be located at 3637 North Peachtree Road, Chamblee, DeKalb County, Georgia, and the initial registered agent of the Corporation at such address shall be P. R. ORTON.

VII.

The initial Board of Directors shall consist of one (1) member whose name and address is :

P. R. ORTON
1656 Bethesda Court
Chamblee, Georgia 30341

VIII.

The name and address of the Incorporator is:

P. R. ORTON
1656 Bethesda Court
Chamblee, Georgia 30341

IN WITNESS WHEREOF, the undersigned does hereby execute these Articles of Incorporation.



P. R. ORTON, Incorporator

IN THE SUPERIOR COURT OF DEKALB COUNTY

STATE OF GEORGIA

The Petition of P. R. ORTON, shows the Court as follows:

1.

The Articles of Incorporation of PRO METAL BUILDING SYSTEMS, INC. executed by the Incorporator are attached hereto.

2.

The Certificate of the Secretary of State that the name "PRO METAL BUILDING SYSTEMS, INC." is available is attached hereto.

WHEREFORE, Petitioner prays that PRO METAL BUILDING SYSTEMS, INC. be incorporated.

GERSTEIN, CARTER & CHESNUT

By: Richard T. Livingston
Attorneys for Petitioner

P. O. Drawer 80158
Atlanta, Georgia 30341
457-8244

ORDER

The Articles of Incorporation of PRO METAL BUILDING SYSTEMS, INC. and the Certificate of the Secretary of State of the State of Georgia that the name "PRO METAL BUILDING SYSTEMS, INC." is available having been examined and found lawful;

IT IS HEREBY ORDERED that PRO METAL BUILDING SYSTEMS, INC. be, and is, incorporated under the laws of the State of Georgia.

This 9th day of Aug., 1973.

Carroll V. Sullivan
JUDGE, SUPERIOR COURT OF DEKALB
COUNTY, GEORGIA

Decatur News Publishing Company, Inc.

739 DeKALB INDUSTRIAL WAY
DECATUR, GEORGIA 30033
(404) 898-1222

GEORGIA

DEKALB COUNTY

The undersigned hereby certifies that _____

PRO METAL BUILDING SYSTEMS, INC.

_____, by and through their attorneys,

Corstain, Carter & Chesnut have made satisfactory financial arrangements

for the publishing of their petition for charter in the name of _____

PRO METAL BUILDING SYSTEMS, INC.

Said petition to be published in THE DECATUR-DEKALB NEWS as required
by law.

THE DECATUR-DEKALB NEWS

Louise Jones

Sworn to and subscribed before me

this 9th day of August, 1973

Samuel K. Taylor

Notary Public, Georgia, State at Large
My Commission Expires June 26, 1977

RECEIVED
AUG 13 7 58 AM '73
BEN W. FURSON
SECRETARY OF STATE





*J. Ben W. Fortson, Jr., Secretary of State of the
State of Georgia, do hereby certify that*

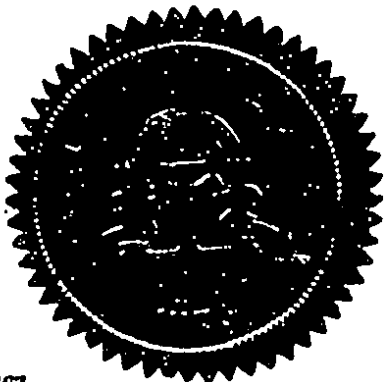
based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic corporation to wit

"PRO METAL BUILDING SYSTEMS, INC."

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.

In TESTIMONY WHEREOF, I have hereto set my hand and affixed the seal of office, at the Capitol, in the City of Atlanta, this 25th day of July, in the year of our Lord One Thousand Nine Hundred and Seventy Three and of the Independence of the United States of America the One Hundred and Fifty-eighth



Ben W. Fortson Jr.
Secretary of State, Ex-Officio Corporation
Commissioner of the State of Georgia

FILED IN OFFICE THIS 9 DAY OF AUGUST, 1973

THERON BURGESS

GEORGIA, DEKALB COUNTY:

I, THERON BURGESS, Clerk of Superior Court, in and for said County, hereby certify that the foregoing is a true and correct copy of ARTICLES OF INCORPORATION OF

"PRO METAL BUILDING SYSTEMS, INC."

and Order of Court, granting same, as appears of file and of Record in my office, and that all cost in said proceedings have been paid.

Witness my hand and the seal of said Court, this 9 day of AUGUST, 1973.

Theron Burgess

Clerk Superior Court,
DeKalb County, Georgia