

NAME _____
FIRM _____
ADDRESS _____
PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY JL _____

WALK-IN SIS
WM Pick Up _____

95 MAY 15 AM 11:09
DIVISION OF CORPORATION

G.C. FEE. DISBURSED

Capital Statement _____
Art. of Inc. File _____
Corp. Record Search _____
Ltd. Partnership File _____
Foreign Corp. File _____
() Cert. Copy(s) _____

Art. of Amend. File _____
Dissolution/Withdrawal _____
C U S - 9.5 _____
Fictitious Name File _____

Name Reservation _____
Annual Report/Reinstatement _____
Reg. Agent Service _____
Document Filing _____

100001437321
05/15/95-01023-027
****131.25 ****131.25

Corporate Kit _____
Vehicle Search _____
Driving Record _____
Document Retrieval _____

UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
File No.'s _____ Copies _____

Courier Service _____
Shipping/Handling _____
Phone () _____
Top Priority _____
Express Mail Prep. _____
FAX () _____ pgs. _____

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. R+S STEEL CORP.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. NEW YORK

(State or country under the law of which it is incorporated)

3. 11-2536489

(FEI number, if applicable)

4. JULY 1980

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. MAY 1, 1995

(Date first transacted business in Florida. (See sections 607.1801, 607.1802, and 617.185, F.S.))

7. 900 NORTH FEDERAL Highway SUITE 300
BOCA RATON FL 33432

(Current mailing address)

8. TEL. SALES OF STEEL

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

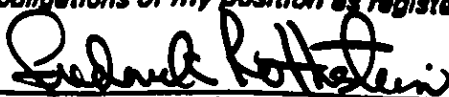
9. Name and street address of Florida registered agent:

Name: FREDERICK ROTHSTEINOffice Address: 900 N. FEDERAL HighwayBOCA RATON, Florida, 33432

(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: FREDERICK ROTHSTEIN
Address: 7714 LA MIRADA DR
BOCA RATON, FL 33433

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: FREDERICK ROTHSTEIN
Address: 7714 LA MIRADA DR
BOCA RATON FL 33433

Vice President: ANDREA ROTHSTEIN
Address: 7714 LA MIRADA DR
BOCA RATON FL 33433

Secretary: JEFFREY ROTHSTEIN
Address: 5651 CAMINO DEL SOL #101
BOCA RATON 33433

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

Fredrick Rothstein

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

(Typed or printed name and capacity of person signing application)

State of New York
Department of State | **ss:**

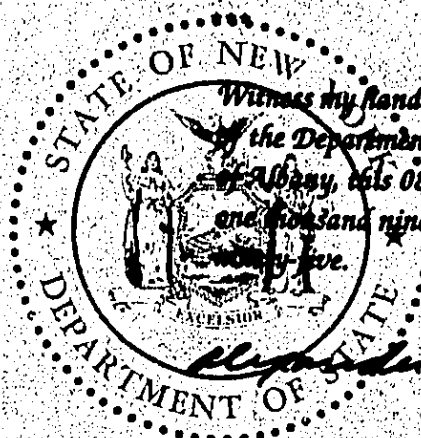
I hereby certify, that the certificate of incorporation of R & S STEEL CORP. was filed on 07/15/1980, with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation. I further certify that I find the following:

A Statement of Addresses and Directors was filed 02/23/1993.

A Statement of Addresses and Directors was filed 09/20/1993.

I further certify, that no other certificates have been filed by such corporation.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY 15 PM 12:24



Witness my hand and the official seal
of the Department of State at the City
of Albany, this 08th day of May
one thousand nine hundred and
ninety five.

Elizabeth F. Treadwell

Secretary of State

199505090211

F95000002358

WEINER & MORICI, P.A.

ATTORNEYS AT LAW

The Clark House

102 North Swinton Avenue

Delray Beach, Florida 33444

MICHAEL S. WEINER

ALFRED G. MORICI

CAROLE ARONSON

OF COUNSEL:

PETER J. MURRAY

South Palm Beach County: (407) 265-2666

North Palm Beach County: (407) 736-5888

Broward County: (305) 462-4935

Telecopier: (407) 272-6831

July 20, 1995

**Secretary of State
State of Florida
Division of Corporations
Attn: Ms. Amanda Herring
Post Office Box 6327
Tallahassee, FL 32314**

900001546079

-07/26/95--01003--008

*******96.25 *****96.25**

**RE: Articles of Incorporation
R & S Steel Corp.
Letter No. : 995A00031408
Our File No.: SICR(098)022**

Dear Ms. Herring:

Enclosed please find the following:

- 1. Original and one copy of the Application by Foreign Corporation for Withdrawal of Authority to transact Business or conduct Affairs in Florida;**
- 2. Check in the sum of \$96.25 for the application fee;**
- 3. Original and one copy of the Articles of Incorporation; and**
- 3. A self-addressed stamped envelope for the return of the certified copy.**

You indicated that our firm's check number 1261 in the sum of \$122.50 has been retained by your office. Please credit that amount in order to process these Articles.

Thank you for your cooperation in this matter.

Very truly yours,

Eli Nunez

**Eli Nunez
Legal Assistant
/en**

Enclosure

cc: Alfred G. Morici, Esquire

*Withdrawal
LFT*

**FILED
1995 JUL 24 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

R & S Steel Corp.

(Name of Corporation)

New York

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

900 N. Federal Highway Suite#300

(Mailing Address)

Boca Raton, FL. 33432

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Frederick Rothstein

Signature

Pres.

Title

Frederick Rothstein Pres.

Typed or printed name

July 17, 1995

Date

FILED
JUL 24 PM 12:51
TALLAHASSEE, FLORIDA
SECRETARY OF STATE