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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Quality Fabricators, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

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-02/25/98--01062--003

*****70.00 *****70.00

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Connie S. Ferrell
(Name of Person)
McGuire, Woods, Battle & Boothe, LLP
(Firm/Company)
9000 World Trade Center
(Address)
Norfolk, VA 23510
(City/State/Zip)

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Should you need to call someone concerning this matter, please call:

Connie S. Ferrell at (757) 640-3841
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Add "Inc."
to adopted name
per Joseph Bonistalli

**McGUIRE WOODS
BATTLE & BOOTHE LLP**

World Trade Center
Suite 9000
101 West Main Street
Norfolk, Virginia 23510-1655
Telephone/TDD (757) 640-3700 • Fax (757) 640-3701

Direct Dial: (757) 640-3725

February 23, 1998

VIA FEDERAL EXPRESS

Qualification/Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Quality Fabricators, Inc.

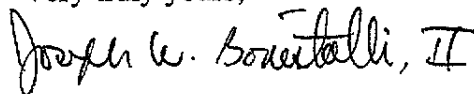
Dear Sir or Madam:

In connection with the qualification of the above-referenced corporation, enclosed please find an Application by Foreign Corporation for Authorization to Transact Business in Florida (in duplicate), an original Written Consent in Lieu of Special Meeting of the Sole Director of Quality Fabricators, Inc., a good standing certificate and a check in the amount of \$70.00 to cover the requisite filing fee.

Upon filing the enclosed, please return the acknowledgment to me in the enclosed self addressed, stamped envelope.

If you have any questions, please do not hesitate to contact me.

Very truly yours,



Joseph W. Bonistalli, II

JWB,II/csf
Enclosures

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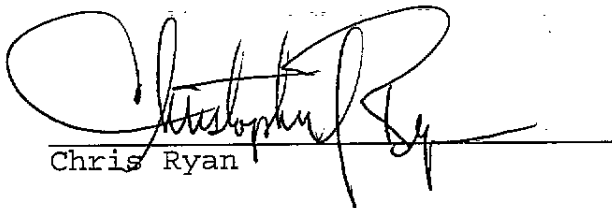
WRITTEN CONSENT
IN LIEU OF SPECIAL MEETING
OF THE SOLE DIRECTOR OF
QUALITY FABRICATORS, INC.

The undersigned, who is the sole director of Quality Fabricators, Inc. (the "Corporation"), does hereby authorize, approve and consent to the adoption of the following resolution and actions contemplated therein, without meeting.

WHEREAS, the corporate name Quality Fabricators, Inc. is not available for use in the State of Florida.

NOW, THEREFORE BE IT RESOLVED that the Corporation adopts "Quality Fabricators South, Inc." as a fictitious name for use in the State of Florida and the proper officers of the Corporation be, and hereby are, authorized, empowered and directed to execute and file with the appropriate authorities, such documents as may be necessary to effectuate the use of said fictitious name.

This consent shall be effective on February 12, 1998.


Chris Ryan

20 Feb, 1998

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

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

1. Quality Fabricators, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION"
words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of
natural person or partnership if not so contained in the name at present.)
2. Virginia 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 3, 1995 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "_____")
6. February 1, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 750 Chautauqua Avenue
Portsmouth, VA 23707
(Current mailing address)
8. Manufacture steel lockers, tables and miscellaneous items
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: Michael F. Dawes, Esquire
Office Address: 50 North Laura Street, Ste. 2750
Jacksonville, Florida, 32202
(Zip code)

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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: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Chris Ryan

Address: 750 Chautauqua Avenue, Portsmouth, VA 23707

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Chris Ryan

Secretary & Treasurer

Address: 750 Chautauqua Avenue, Portsmouth, VA 23707

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13.  _____

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

14. Chris Ryan, President

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

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Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

QUALITY FABRICATORS, INC. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is October 03, 1995.

Nothing more is hereby certified.

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Signed and Sealed at Richmond
on this Date: February 11, 1998

William J. Bridge

William J. Bridge, Clerk of the Commission