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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

100002486521--3

-04/13/98-01030--035

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

CORPORATION(S) NAME

JW Barfield Services, Inc.

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CR2E031 (1-89)

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. J W Barfield Services, Inc.
(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. Texas
(State or country under the law of which it is incorporated)
3. Applied For
(FEI number, if applicable)
4. March 11, 1998
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. P.O. Box 218, New Boston, Texas 75570, Route
(only available address)
(Current mailing address)
8. to buy, sell, clean, dispose of and reject steel and other metal products
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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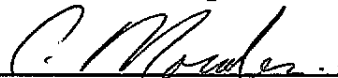
9. Name and street address of Florida registered agent:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine
Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

C. Morales

Special Asst. Secretary

(Type Name and Title of Officer)

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: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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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. James Barfield, President

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

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LIST OF DIRECTORS OF J W BARFIELD SERVICES, INC.

1. James Barfield
Route 1
P. O. Box 218
New Boston, TX 75570
2. Evlyn Ann Barfield
Route 1
P. O. Box 218
New Boston, TX 75570

LIST OF OFFICERS OF J W BARFIELD SERVICES, INC.

1. James Barfield, President
Route 1
P. O. Box 218
New Boston, TX 75570
2. Evlyn Ann Barfield, Vice President
Route 1
P. O. Box 218
New Boston, TX 75570
3. Scarlett Basso, Secretary/Treasurer
Route 1
P. O. Box 218
New Boston, TX 75570

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The State of Texas

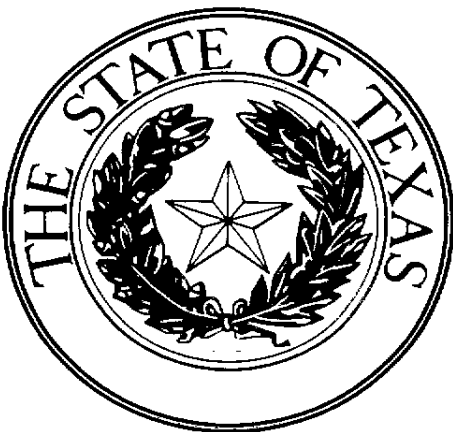
SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

J W BARFIELD SERVICES, INC.
File No. 1482186-0

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were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on March 16, 1998.*

Alberto R. Gonzales
Secretary of State

DEE