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12/16/2002 02:54 FAX FALLACE LARKIN LLC
Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Account Name : FALLACE & ASSOCIATES, P.A.
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FLORIDA NON-PROFIT CORPORATION

U.S.B. Industries, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$87.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
U.S.B. INDUSTRIES, INC.,
a Florida not-for-profit corporation

The undersigned, for the purpose of forming a not-for-profit corporation under the Florida Not For Profit Corporation Act, Chapter 617, of the Florida Statutes, hereby makes and adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be U.S.B. Industries, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The street address of the principal place of business and mailing address of the Corporation is 2060 S. Patrick Drive, Indian Harbour Beach, Florida 32937.

ARTICLE III - PURPOSES

The purpose for which this Corporation is organized are as follows:

1. This Corporation is organized, and shall be operated exclusively for the purpose of promoting, improving and enhancing the steel bridge industry by means of lobbying and litigating for the interests of the steel bridge industry and conducting marketing and public relations campaigns for its benefit; and this Corporation may engage in only such activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such purposes, it may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on such activities.
2. As a means and incidental to accomplishing the purposes for which this Corporation is being organized, it shall have the following powers:
 - a. to accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and whenever situated;
 - b. to sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law;
 - c. to borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation, wherever situated;
 - d. to invest or reinvest its funds in such stocks, bonds, debentures, mortgages, or other investments or securities and property as its Board of Directors shall deem advisable,

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subject to the limitations and conditions contained in any bequest, devise, grant or gift;

- e. to maintain a margin account and conduct business in the margin account in the same fashion in which an individual may conduct business, including but not limited to buying on margin, selling short, buying and selling options, maintaining a special subscription account dealing in commodities;
 - f. to serve as trustee of any property, real or personal, whatsoever situated either within or without the State of Florida; and
 - g. in general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes herein above set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the Corporation, subject to such limitations as are or may be prescribed by law.
3. Notwithstanding anything herein to the contrary, this Corporation may exercise any and all, but not other, powers as are in furtherance of the exempt purposes of organizations set forth in Code Sections 501(c)(6) (or any corresponding provisions of succeeding law) and the Treasury Regulations thereunder as the same now exist, or as they may be hereafter amended from time to time.
4. No part of the income or principal of this Corporation shall inure to the benefit of or be distributed to any member, director or officer of the Corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Code Sections 501(c)(6) (or any corresponding provisions of succeeding law). However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.
5. In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the Corporation's property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, as provided by law, exclusively to an organization or organizations which themselves are exempt as organizations described in Code Sections 501(c)(6) (or any corresponding provisions of succeeding law). Officers and Directors may be reasonably compensated for their services in winding up, liquidating and dissolving this Corporation.

ARTICLE V - BOARD OF DIRECTORS

This Corporation shall have three (3) Directors. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than three (3). The manner in which the Directors shall be elected shall be set forth in the By-Laws of this Corporation. The names and addresses of the initial directors of this Corporation are as follows:

NAME	ADDRESS
Walter J. Gatti	2060 S. Patrick Dr. Indian Harbour Beach, FL 32937

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John Grzybowski

2800 Melby Street
Eau Claire, WI 54703

Robert Clark

5127 Bloomingdale Avenue
Tampa, FL 33619

ARTICLE VI - EXEMPT STATUS; PROHIBITED TRANSACTIONS

It is intended that this Corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, (the "Code") and an organization described in Section 501(c)(6) of the Code. All references in these Articles to sections of the Internal Revenue Code or Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to any corresponding provisions of succeeding law and the Treasury Regulations thereunder. This Corporation shall not exercise in any manner or for any purpose, any power or authority granted herein which may jeopardize the status of this Corporation as an exempt organization under Code Section 501(c)(6).

ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

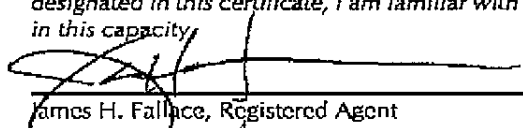
James H. Fallace
1900 S. Hickory Street, Ste. A
Melbourne, Florida 32901

ARTICLE VIII- INCORPORATOR

The name and street address of the Incorporator of this Corporation is as follows:

James H. Fallace
1900 S. Hickory Street, Ste. A
Melbourne, Florida 32901

Having been named as registered to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


James H. Fallace, Registered Agent

12-15-02
Date


James H. Fallace, Incorporator

12-15-02
Date