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ATTORNEYS AT LAW

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February 9, 2000

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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

RE: U.S. METALS, NORTH AMERICA, INC.

Dear Sirs:

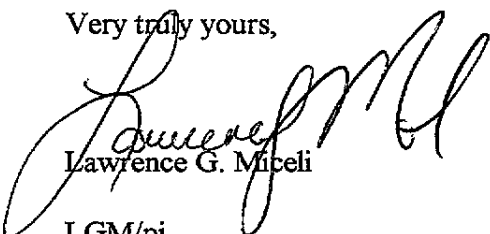
I enclose herewith an original and one copy of the Articles of Incorporation of the above referenced corporation, together with a resident agent's certificate.

I also enclose my check in the sum of \$70.00 to cover the following incorporation fees:

Filing Fee	\$ 35.00
Certificate of Resident Agent	<u>35.00</u>
	\$ 70.00

Please return a copy of the Articles after filing. Thank you for your cooperation in this matter.

Very truly yours,


Lawrence G. Miceli

LGM/pj

enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 18 AM 11:03

: B. McKnight FEB 23 2000

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ARTICLES OF INCORPORATION

ARTICLE I
CORPORATE NAME

The name of the Corporation shall be:

U.S. METALS, NORTH AMERICA, INC.

and the principal office of the Corporation shall be:

3540 Forest Hill Blvd.
West Palm Beach, FL 33406

ARTICLE II
NATURE OF CORPORATE BUSINESS

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
100	\$1.00	Common

ARTICLE IV
PREEMPTIVE RIGHTS

Each Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as to that which he already holds, shall have the right to purchase his pro

rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V
INITIAL REGISTERED AGENT
AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: John C. Becker, Jr.
INITIAL REGISTERED OFFICE: 3540 Forest Hill Blvd.
West Palm Beach, FL 33406

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This Corporation shall have One (1) Director(s) initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the Director(s) of this Corporation is (are):

<u>NAME</u>	<u>ADDRESS</u>
JOHN C. BECKER, JR.	3540 Forest Hill Blvd. West Palm Beach, FL 33406

ARTICLE VII
INCORPORATOR

The name and address of each incorporator executing these Articles of incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
JOHN C. BECKER, JR.	3540 Forest Hill Blvd. West Palm Beach, FL 33406

ARTICLE VIII
BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.


ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director to the fullest extent permitted by law.

ARTICLE X
AMENDMENTS

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 9 day of February, 2000.

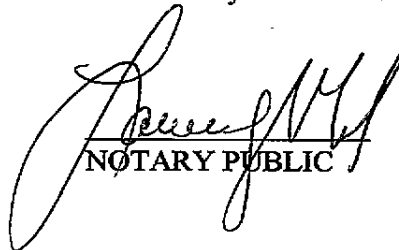

JOHN C. BECKER, JR.
Incorporator

STATE OF FLORIDA)
COUNTY OF _____)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared JOHN C. BECKER, JR., known to me or who did produce Per. Know as identification, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 9 day of February, 2000.

LAWRENCE G. MICELI
Notary Public, State of Florida
My comm. exp. Sept. 13, 2003
Comm. No. GC870707


NOTARY PUBLIC

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED**

Pursuant to Fla. Stat. sec. 48.091, the following is submitted:

U.S. METALS, NORTH AMERICA, INC., desiring to organize under the laws of the State of Florida, with its principle office, as indicated in the Articles of Incorporation in the city of West Palm Beach, County of Palm Beach, State of Florida, has named John C. Becker, Jr., located at 3540 Forest Hill Blvd., West Palm Beach, County of Palm Beach, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGED:

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office.

BY: John C. Becker Jr
JOHN C. BECKER, JR.
Resident Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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