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JAMES T. BENNETT, CPA, P.A.
860 U.S. HIGHWAY ONE - STE 210
NORTH PALM BEACH, FL 33408
(561) 627-5330

June 14, 2000

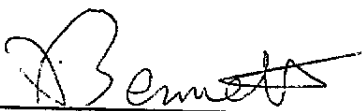
Secretary of State
Division of Corporations
Domestic Charter Filing Section
P. O. Box 6327
Tallahassee, FL 32314

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

Dear Sir/Madam:

Please find enclosed an original and one copy of the Articles of Incorporation of U. S. Cores, Inc. Also enclosed is a check in the amount of \$70.00 to cover the filing and registered agent fees. Please let me know if there are any problems with this filing.

Yours truly,


James T. Bennett
Incorporator

Enclosure

FILED
00 JUN 29 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-15476

KR
6/29



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 20, 2000

JAMES T. BENNETT, CPA, PA
860 US HWY ONE, STE 210
NORTH PALM BEACH, FL 33408

SUBJECT: U. S. CORES, INC.
Ref. Number: W00000015676

We have received your document for U. S. CORES, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State.

Your document will be retained in our pending file

The corporate filing fees for profit and nonprofit, domestic or foreign are as follows:

Filing Fees	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	\$8.75
Certificate of Status	\$8.75

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6924.

Kimberly Rolfe
Corporate Specialist Supervisor

Letter Number: 700A00035023

Check Enclosed. I apologize for the oversight.

ARTICLES OF INCORPORATION

OF

U. S. CORES, INC.

FILED
00 JUN 29 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation being a person competent to contract, hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation, liability, rights, privileges, and immunities of corporations for profit.

ARTICLE I - NAME

The name of this corporation shall be U. S. CORES, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United State of America and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares of common stock, of one dollar (\$1.00) par value. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business will not be less than one hundred (\$100.00) dollars.

ARTICLE V - TERM OF EXISTENCE

The corporation is to have perpetual existence.

ARTICLE VI - ADDRESS

The initial street address in the State of the principal office of the corporation shall be:

13586 78th Place N.
West Palm Beach, FL 33412

The Board of Directors may from time to time move the principal office to any other address in Florida. The corporation shall have the power to transact business in any other place or places, both within and without the State of Florida, and throughout the world. The annual meeting of stockholders shall be held at the place designated by the Board of Directors.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased by the by-laws adopted by the shareholders, but shall never be less than one. The name and address of the initial director of the corporation is:

Norman Minton, Jr.
13586 78th Place N.
West Palm Beach, FL 33412

ARTICLE VIII - INCORPORATOR

The name and address of the subscriber to these Articles of Incorporation is:

James T. Bennett
860 U.S. Highway One - Ste 210
North Palm Beach, FL 33408

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and shareholders.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

ARTICLE XI - SUB-CHAPTER S CORPORATION

This corporation may be a Sub-Chapter S Corporation as defined by the Internal Revenue Code.


ARTICLE XII - REGISTERED AGENT

The initial registered agent of the corporation is James T. Bennett upon whom any process, notice or demand required or permitted by statute may be served at 860 U.S. Highway One, Suite 210, North Palm Beach, FL 33408.

I hereby accept the provisions of these Articles of Incorporation as registered agent.


JAMES T. BENNETT

In witness whereof, the undersigned, as subscribing incorporator, has hereinto set his hand and seal this 14th day of June, 2000, for the purpose of forming this corporation under the laws of the State of Florida, and hereby makes and files, in the Office of the Secretary of the State of Florida, these Articles of Incorporation, and certifies that the facts herein stated are true.


JAMES T. BENNETT

SWORN TO AND SUBSCRIBED BEFORE ME
THIS 14th DAY OF JUNE, 2000.



