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PO1000009684

January 23, 2001

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EMAIL:

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VIA FEDERAL EXPRESS OVERNIGHT

Secretary of State
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, Florida 32399

Re: U.S. Cylinder, Inc.

000003574870--6
-01/25/01--01075--003
*****78.75 *****78.75

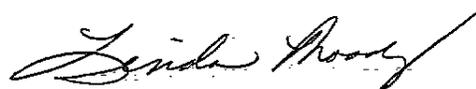
Dear Sir/Madam:

We are enclosing an original and one copy of Articles of Incorporation for filing on behalf of the subject corporation, and a check in the amount of \$78.75 to cover the filing fees.

Please file the Articles, certify the enclosed copy and return the certified copy to us via over-night mail in the envelope provided.

Thank you for your attention to this matter.

Sincerely yours,



Linda Moody, Legal Assistant to
James E. Thomison, Esquire

JET/lm
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION

OF

U.S. CYLINDER, INC.

The undersigned subscriber, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation is U.S. Cylinder, Inc.

ARTICLE II

Nature of Business

The corporation is organized as a for profit corporation under Chapter 607, Florida Statutes, for the following purposes:

- (a) to engage in the retesting and refurbishing of high pressure cylinders;
- (b) to engage in the sale of new cylinders;
- (c) to engage in the resale of refurbished cylinders; and
- (d) to engage in any other lawful business authorized pursuant to Chapter 607 of the Florida Statutes.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III

Capital Stock

This corporation is authorized to issue 10,000 shares of one dollar (\$1.00) par value common stock, which may be fractional shares. All stock, when issued, shall be fully paid and non-assessable.

ARTICLE IV

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1515 Ringling Boulevard, Suite 900, Sarasota, Florida 34236 and the name of its initial registered agent at such address is James E. Thomison.

ARTICLE V

Directors

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the shareholders, provided that the corporation shall always have at least one director. The name and street address of the initial director of this corporation, who shall serve until his successors are duly elected and qualified, is:

Russell Hatt

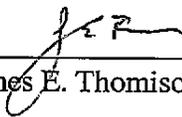
7401 Verna Bethany Road
Myakka City, Florida 34251

ARTICLE IX

Amendment

These articles of incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation on January 22, 2001.

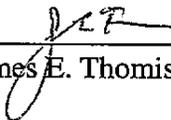


James E. Thomison

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, James E. Thomison, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 22nd day of January, 2001.


James E. Thomison

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01 JAN 25 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA