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Pablo Cardenas
10196 S.W. 163rd Road Place
Miami, Florida 33196
Tel: (305) 382-4930

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 19, 2001

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*****78.75 *****78.75

DEPARTMENT OF CORPORATIONS
DEPARTMENT OF STATE
PO BOX 6327
TALLAHASSEE, FL 32314

Re: CARDENAS SCRAP, INC., a Florida corporation

Enclosed please find an original and two copies of the Articles of Incorporation for CARDENAS SCRAP, INC. along with a check in the sum of \$78.75.

Kindly mail the filed copy with document number to the above-captioned address in the enclosed, stamped, self-addressed envelope.

Very truly yours,


PABLO CARDENAS
President

/pc
Enclosures

ARTICLES OF INCORPORATION
OF
CARDENAS SCRAP, INC.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I. NAME

The name of this corporation shall be **CARDENAS SCRAP, INC.**

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Department of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 100 shares of Capital Stock at \$1.00 par value.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be

in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer
Restrictions Imposed By This Corporation's Articles of
Incorporation, A Copy Of Which Is On File At This
Corporation's Principal Office."

ARTICLE VII. INITIAL OFFICERS AND DIRECTORS

The number of directors on this corporation's and Initial Officers shall be 1 (one). The number of officers may be increased or decreased from time to time, as provided in this corporation's by-laws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Officers and Directors are:

President

Pablo Cardenas
10196 S.W. 163rd Road Place
Miami, Florida 33196

Vice-President

Pablo Cardenas
10196 S.W. 163rd Road Place
Miami, Florida 33196

Secretary

Pablo Cardenas
10196 S.W. 163rd Road Place
Miami, Florida 33196

Treasurer

Pablo Cardenas
10196 S.W. 163rd Road Place
Miami, Florida 33196

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the physical address of this corporation's initial registered office shall be: 10196 S.W. 163rd Road Place, Miami, Florida 33196.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Paul Cardenas, 8686 S.W. 159th Patch, Miami, Florida 33193.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: Pablo Cardenas
10196 S.W. 163rd Road Place
Miami, Florida 33196

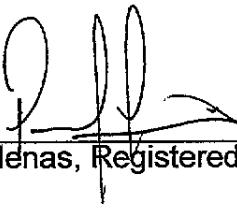
ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


Pablo Cardenas, Incorporator

DESIGNATION OF REGISTERED AGENT

I hereby accept my designation as registered agent and agree to serve as the resident agent of **Cardenas Scrap, Inc.** I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Cardenas Scrap, Inc.


Paul Cardenas, Registered Agent

STATE OF FLORIDA)
COUNTY OF DADE) ss

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SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

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BEFORE ME, the undersigned authority, personally appeared PABLO CARDENAS, who produced 71.DL.#C635-66V-VV-3Y2-0 as identification and known to be the individual and Incorporator of the Articles of Incorporation of **CARDENAS SCRAP, INC.**, described herein and who executed the foregoing instrument and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this 10th day of May, 2001.



NOTARY PUBLIC
State of Florida - At Large

My Commission Expires:

