

CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

P01000081728

FILED
2002 FEB 21 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT: CINDY HICKS

DATE: 2-21-02

REF. #: 0174.5090

CORP. NAME: Metalcon, Inc

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input checked="" type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

300004980993--S
-02/21/02--01010--027
*****43.75 *****43.75

STATE FEES PREPAID WITH CHECK# 501634 FOR \$ 43.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

RECEIVED
02 FEB 21 AM 10:46
C. Coulllette
FEB 21 2002
TALLAHASSEE, FLORIDA
DIVISION OF STATE

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
METALCON, INC.

Pursuant to Section 607.1007 of the Florida Business Corporation Act, all of the Shareholders and Directors of METALCON, INC., a Florida corporation, hereinafter referred to as the "Corporation", did authorize on February 20, 2002, to amend said Articles of Incorporation in their entirety as follows:

ARTICLE I - NAME

The name of this Corporation is:

METALCON, INC.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1000 Shares of Common Stock having a par value of \$1.00 per share.

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ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 1745 Briar Creek Lane, Sarasota, Florida 34235.

ARTICLE VI - REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 1745 Briar Creek Lane, Sarasota, Florida 34235 and the registered agent at such office is Leland D. Bailey.

ARTICLE VII - DIRECTORS

This Corporation shall have two (2) Directors. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the Board of Directors is:

Leland D. Bailey	1745 Briar Creek Lane Sarasota, Florida 34235
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Michelle Revine	1745 Briar Creek Lane Sarasota, Florida 34235
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ARTICLE VIII - AMENDMENT

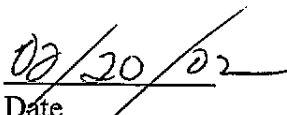
These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

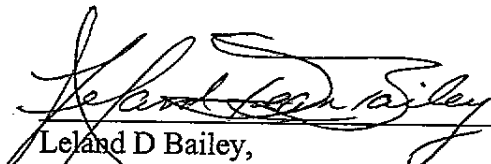
IN WITNESS WHEREOF, for the purpose of amending the Articles of Incorporation under the provisions of Chapter 607 of the Florida Statutes, the undersigned, constituting the President and Secretary of this Corporation, have executed these Amended and Restated Articles of Incorporation on this 20th day of February, 2002.

METALCON, INC.

By: 
Leland D. Bailey, President & Secretary

Having been named as Registered Agent and to accept service of process for METALCON, INC. at the place designated in the Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


Date


Leland D Bailey,
Registered Agent