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W&W
ATTORNEYS AT LAW

WELLBAUM & WOLFF, P.A.

R. W. WELLBAUM, JR.
LORI WELLBAUM WOLFF*
*ALSO ADMITTED IN CALIFORNIA

686 NORTH INDIANA AVENUE, SUITE A
ENGLEWOOD, FLORIDA 34223
TELEPHONE (941) 474-3241
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August 20, 2001

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

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Steel Associates, Inc.

Dear Sir or Madam:

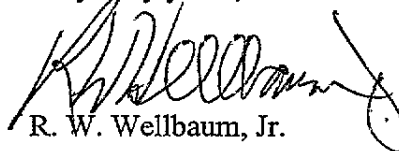
Please find enclosed an original and one copy of the Articles of Incorporation for the above referenced matter.

Please file the Articles of Incorporation with the State and return a certified copy of same to my office.

Also, enclosed is a check in the amount of \$78.75 for costs of filing.

Should you have any questions, please contact my office.

Very truly yours,


R. W. Wellbaum, Jr.

RWW/jd

Enclosures

01 AUG 27 PM 12:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T. Burch AUG 28 2001

ARTICLES OF INCORPORATION

OF

STEEL ASSOCIATES, INC.

Article I – Name

The name of this corporation is: STEEL ASSOCIATES, INC.

Article II – Duration

This corporation shall have perpetual existence.

Article III – Purpose

The purpose of this corporation shall be to provide consulting services to industry and any lawful business not prohibited by the laws of the State of Florida or the United States of America.

Article IV - Capital Stock

This corporation is authorized to issue 1,000 shares of one (\$1.00) dollar par value common stock.

Article V - Preemptive Rights

There shall be no preemptive rights.

Article VI - Initial Registered Office and Agent

The street address and the mailing address of the initial registered office and the principal office of this corporation is 840 Park Road, Englewood, Florida 34223, and the name of the initial registered agent of this corporation at that address is John E. Quinn.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article VII - Initial Board of Directors

This corporation shall have one (1) director 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.

The name and address of the director of this corporation is:

John E. Quinn
840 Park Road
Englewood, FL 34223

Article VIII - Incorporator

John E. Quinn
840 Park Road
Englewood, FL 34223

Article IX - By-Laws

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

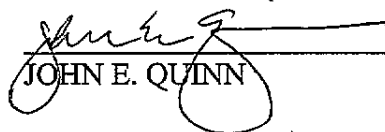
Article X - Indemnification

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

Article XI - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of
Incorporation, this 20th day of August, 2001.


JOHN E. QUINN

STATE OF FLORIDA

COUNTY OF SARASOTA

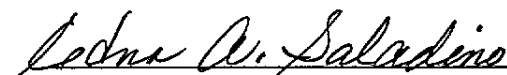
The foregoing instrument was acknowledged before me this 20th day of August,
2001, by JOHN E. QUINN

[] who is personally known to me; or

☒ who has provided Colorado Driver's License as identification.



Edna A. Saladino
MY COMMISSION # CC964608 EXPIRES
April 19, 2002
BONDED THRU TROY FAIN INSURANCE, INC.


Signature of Notary
State of Florida


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48-091, Florida Statutes, the following is submitted, in compliance with said Act:

That STEEL ASSOCIATES, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the town of Englewood, State of Florida, has named John E. Quinn, 840 Park Road, Englewood, Florida 34223, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

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



JOHN E. QUINN

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SECRETARY OF STATE
TALLAHASSEE FLORIDA