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ACCOUNT NO. : 072100000032

REFERENCE : 497891 11489A

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 78.75

ORDER DATE : March 27, 2002

ORDER TIME : 11:05 AM

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ORDER NO. : 497891-005

CUSTOMER NO: 11489A

CUSTOMER: Steven P. Oppenheim, Esq
Oppenheim & Associates

Suite 1115
800 Brickell Ave.
Miami, FL 33131

DOMESTIC FILING

NAME: MACSTEEL INTERNATIONAL LATIN
AMERICA CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

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DIVISION OF CORPORATION
SECRETARY OF STATE
TALLAHASSEE FLORIDA
FILED

JS
3/27/02

EFFECTIVE DATE

3/26/02

FILED

ARTICLES OF INCORPORATION

2002 MAR 27 PM 3:01

OF

SECRETARY OF STATE
TALLAHASSEE FLORIDA

MACSTEEL INTERNATIONAL LATIN AMERICA CORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is:

MACSTEEL INTERNATIONAL LATIN AMERICA CORPORATION

ARTICLE II - PURPOSE

This corporation is organized for the general purpose of transacting all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III - PRINCIPAL OFFICE

The address of the principal place of business and the mailing address of the corporation is:

800 Brickell Avenue, Suite 1115
Miami, Florida 33131

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1,000) Shares, all of which
shall be Common Shares, \$.10 par value per share.

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

As set forth in the Registered Agent's written acceptance of his appointment which is delivered to the Department of State,

together with these Articles of Incorporation, the name and address of the initial Registered Agent for the corporation is:

Steven P. Oppenheim
800 Brickell Avenue, Suite 1115
Miami, Florida 33131

ARTICLE VI - INCORPORATOR

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

Steven P. Oppenheim
800 Brickell Avenue, Suite 1115
Miami, Florida 33131

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors of the corporation.

ARTICLE VIII - COMMENCEMENT OF EXISTENCE

The corporate existence of the corporation shall commence on the date of execution of these Articles of Incorporation.

ARTICLE IX - AMENDMENT

The corporation reserves the right to amend, add to, or repeal any provision contained in these articles of incorporation, in the manner consistent with the Florida Business Corporation Act.

The undersigned incorporator has executed these Articles of Incorporation this 26th day of March, 2002.


Incorporator:


STEVEN P. OPPENHEIM

DESIGNATION OF

REGISTERED AGENT/REGISTERED OFFICE

Having been named in the Articles of Incorporation as Registered Agent to accept Service of Process for MACSTEEL INTERNATIONAL LATIN AMERICA CORPORATION, with a registered office at 800 Brickell Avenue, Suite 1115, Miami, Florida 33131, I hereby accept 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.


STEVEN P. OPPENHEIM

Dated: March 26, 2002

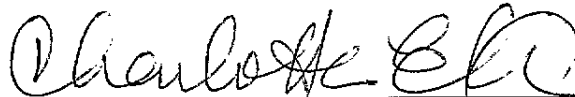
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2002 MAR 27 PM 3:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

ss:

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared STEVEN P. OPPENHEIM, personally known to me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed the same for the purposed therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 26th day of March, 2002.



Notary Public, State of Florida

My commission expires:

