

P 02000110257

**BRODY, COHEN & WINIG, P.A.**

ATTORNEYS AT LAW  
CENTURION TOWER

1601 FORUM PLACE, SUITE 304  
WEST PALM BEACH, FLORIDA 33401-8103

ROBERT BRODY  
RICHARD S. COHEN  
STEVEN L. WINIG

R. S. Cohen E-Mail:  
rscohenesq@aol.com

TELEPHONE  
(561) 684-9100

FACSIMILE  
(561) 697-3648

October 10, 2002.

Via Fedex

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

300008333163--4  
-10/11/02--01051--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Midstates Structural Steel Company

Gentlemen:

Enclosed please find the original and one copy of the above company's Articles of Incorporation for Midstates Structural Steel Company. Please file the original and return a file-stamped copy of same to this office. Also enclosed is our check in the amount of \$70.00 made payable to the Florida Secretary of State to cover the cost of filing the Articles.

If you have any questions, regarding our documents and/or these instructions, please phone the undersigned, collect if needed, before returning any documentation unfilled.

Thank you for your kind consideration.

Very truly yours,



RICHARD S. COHEN

ac  
encl.

**FILED**  
2002 OCT 11 AM 10:01  
FLORIDA SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**PALM BEACH GARDENS OFFICE**

ADMIRALTY BUILDING - SUITE 700  
4400 PGA BOULEVARD  
(561) 627-4100  
\\Flo\c-drive\cohen\WORK\Midstates\Secst

**WELLINGTON/ROYAL PALM BEACH OFFICE**

EWING BUILDING - SUITE H  
11388 OKEECHOBEE BOULEVARD  
(561) 753-7500

10/14/02

ARTICLES OF INCORPORATION  
OF  
MIDSTATES STRUCTURAL STEEL COMPANY

FILED

2002 OCT 11 AM 10:01

CLERK OF STATE  
TALLAHASSEE FLORIDA

Article I - Name

The name of this corporation is MIDSTATES STRUCTURAL STEEL  
COMPANY.

Article II - Duration

This corporation shall exist perpetually.

Article III - Purpose

The general nature of the business to be transacted by this corporation is to manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair, or exposition.

Article IV - Capital Stock

The corporation is authorized to issue one thousand (1,000) shares of common stock with no par value.

#### Article V - Principal Office and Registered Agent

The street address of the principal office of this corporation is 1601 Forum Place, Suite 304, West Palm Beach, Florida 33401. The name of the initial registered agent of this corporation is Richard S. Cohen, whose address is 1601 Forum Place, Suite 304, West Palm Beach, Florida 33401.

#### Article VI - 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. The name and address of the initial directors of this corporation is:

Richard S. Cohen  
1601 Forum Place - Suite 304,  
West Palm Beach, Florida 33401

#### Article VII - Incorporators


The name and address of the person signing these Articles of Incorporation is:

Richard S. Cohen  
1601 Forum Place - Suite 304,  
West Palm Beach, Florida 33401

Article VIII - 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.

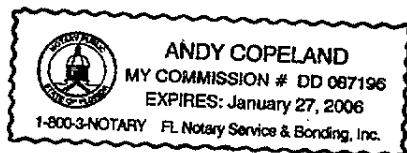
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, on October 10, 2002.

  
\_\_\_\_\_  
Richard S. Cohen

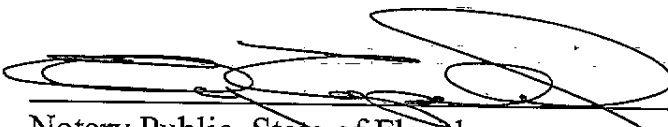
STATE OF FLORIDA                     )  
  ) ss.  
COUNTY OF PALM BEACH         )

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Richard S. Cohen, personally known by me to be the persons who executed the foregoing Articles of Incorporation of MIDSTATES STRUCTURAL STEEL COMPANY, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid on October 10, 2002.



(SEAL)

  
\_\_\_\_\_  
Notary Public, State of Florida  
My commission expires: \_\_\_\_\_  
Commission No.: \_\_\_\_\_

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, 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:

First--That **MIDSTATES STRUCTURAL STEEL COMPANY**, desiring to  
organize under the laws of the State of Florida, with its principal office, as indicated  
in the articles of incorporation at 1601 Forum Place, Suite 304, in the City of West  
Palm Beach, County of Palm Beach, State of Florida, has named **Richard S. Cohen**,  
located at 1601 Forum Place - Suite 304, City of West Palm Beach, County of Palm  
Beach, State of Florida, 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 the 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.

By:                       
Richard S. Cohen  
Registered Agent

**FILED**  
2002 OCT 11 AM 10:01  
CLERK OF STATE  
TALLAHASSEE FLORIDA