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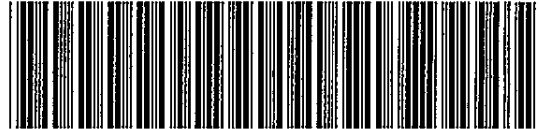
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03 OCT 31 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

New Profit
ACC 107

TRANSMITTAL LETTER

Department of State
Division of Corporations
P O BOX 6327
Tallahassee, FL 32314

SUBJECT: SAND METALS, INC.

Dear Sir or Madam:

Please find enclosed for filing one original and one copy of the NEW Articles of Incorporation.

Also enclosed is a check in the amount \$ 122.50 payable to: Florida Department of State for the TRANSFER FEE, filing fee, certified copy and certificate of status.

Please return to: SAND METALS, INC.
 C/O NICHOLAS BAFFONE III - Registered Agent & Incorporator
 2501 SPRING HARBOR APT 5
 MT DORA, FL 32757

NOTE: The original and one copy of the NEW articles are enclosed.

RE: Attention Karen Gibson @ 1-850-245-6897 FAX
Thanks in advance for your help!

TRANSMITTAL LETTER

Department of State
Division of Corporations
P O BOX 6327
Tallahassee, FL 32314

RUSH

SUBJECT: SAND METALS, INC.

Dear Sir or Madam:

Please find enclosed for filing one original and one copy of the NEW Articles of Incorporation.

Also enclosed is a check in the amount \$ 122.50 payable to: Florida Department of State for the TRANSFER FEE, filing fee, certified copy and certificate of status.

Please return to: SAND METALS, INC.
C/O NICHOLAS BAFFONE III - Registered Agent & Incorporator
P O BOX 346
PAISLEY, FL 32767

NOTE: The original and one copy of the NEW articles are enclosed.

NEW MAILING ADDRESS: Nicholas Baffone
2501 Spring Harbor Apt 5
Mt Dora FL 32757
1-352-735-0533

or Call Randy @ 1-888-669-4547 Toll Free

ARTICLES OF INCORPORATION

In Compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

FILED

03 OCT 31 PM 1:16

ARTICLE I NAME

The name of the Corporation shall be: SAND METALS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II PRINCIPAL OFFICE

The principal place of business of this corporation is: 45400 OLEANDER STREET in PAISLEY, FL 32767.
The mailing address for all legal correspondence is: P O BOX 346 in PAISLEY, FL 32767.

ARTICLE III PURPOSE

This corporation was established as a professional profit corporation.

ARTICLE IV SHARES

The aggregate number of shares which the Corporation has authority to issue 1,000 shares of common stock with no par value.

ARTICLE V OFFICERS/DIRECTORS

NICHOLAS BAFFONE III
PRESIDENT/DIRECTOR
45400 OLEANDER STREET
PAISLEY, FL 32767

OTIS OSBORNE III
DIRECTOR/OFFICER
45400 OLEANDER ST
PAISLEY, FL 32767

JOHN ZAKRESKY
DIRECTOR/OFFICER
45400 OLEANDER ST
PAISLEY, FL 32767

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the initial registered agent and office of the Corporation is:
NICHOLAS BAFFONE III located at: 45400 OLEANDER ST in PAISLEY, FLORIDA 32767.

ARTICLE VII INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:
NICHOLAS BAFFONE III located at: 45400 OLEANDER ST in PAISLEY, FLORIDA 32767.

Having been named as registered agent to accept service for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


(SIGNATURE) NICHOLAS BAFFONE III - Registered Agent

10-27-03
Date


(SIGNATURE) NICHOLAS BAFFONE III - Incorporator

10-27-03
Date

Affidavit to Release Corporation name for New Articles of Incorporation

STATE OF FLORIDA

COUNTY OF LAKE

1. Introduction. Nicholas Baffone, being duly sworn, deposes and says:
2. Description of Deponent. I am the President/Director/Incorporator of Sand Metals, Inc., a corporation organized and existing under the laws of Florida and qualified to do business under the laws of Florida, with its principal offices at: 2501 Spring Harbor Apt 5 in Mt Dora, fl 32757. I make this affidavit solely as an agent of the above referenced corporation and in no other capacity.
3. Revoking Privilege and Release of Name. I do now hereby revoke any former use of corporate name and do now transfer the corporate name: Sand Metal, Inc. to be filed and used with the new articles of incorporation now dated October 27, 2003 having full right, power, and authority to transfer such name.
4. Inducement. This affidavit is made for the specific purpose of transferring the corporate name as stated from any/all previous articles of incorporation dated prior to the new articles now dated October 27, 2003.


Signature - NICHOLAS BAFFONE

Be it known that on the 27th day of October, 2003, before me appeared Nicholas Baffone who is personally known to me.


Notary - State of Florida



Randall E. Mikell
MY COMMISSION # CC970603 EXPIRES
November 4, 2004
BONDED THRU TROY FAIR INSURANCE, INC.