

04/06/2005 13:30 FAX 305 358 5744

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Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

FABCO METAL PRODUCTS GP, INC.

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J. Shivers APR 07 2005

Fax Audit No. H05000083879

ARTICLES OF INCORPORATION

OF

FABCO METAL PRODUCTS GP, INC.

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE 1

Name and Principal Office of Corporation

The name of this Corporation shall be FABCO METAL PRODUCTS GP, INC.
The initial mailing address of the Corporation shall be c/o White & Case LLP, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131-2352.

ARTICLE 2

Nature of Business

The general nature of the business and activities to be transacted and carried on by this Corporation is to transact all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

ARTICLE 3

Stock

The total authorized capital stock of the Corporation shall be 1,000 shares of Common Stock, par value \$0.01 per share.

ARTICLE 4

Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

K. Lawrence Gragg
c/o White & Case LLP
200 South Biscayne Boulevard, Suite 4900
Miami, Florida 33131-2352

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ARTICLE 5

Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE 6

Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be c/o White & Case LLP, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131-2352. The name of the initial Registered Agent of this Corporation at the above address shall be K. Lawrence Gragg.

ARTICLE 7

By-Laws

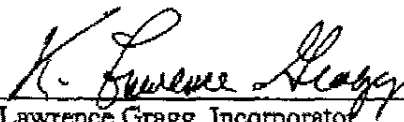
The Board of Directors may adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

ARTICLE 8

Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 6th day of April, 2005.


K. Lawrence Gragg, Incorporator

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CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and 607.0501 the following
is submitted:

FABCO METAL PRODUCTS GP, INC., desiring to organize as a corporation
under the laws of the State of Florida, has designated White & Case LLP, 200 South Biscayne
Boulevard, Suite 200, Miami, Florida 33131-2352, as its initial Registered Office and has named
K. Lawrence Gragg, located at said address as its initial Registered Agent.

By: K. Lawrence Gragg
K. Lawrence Gragg
Incorporator

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Having been named Registered Agent for the above stated corporation, at the
designated Registered Office, the undersigned hereby accepts said appointment and agrees to
comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said
office. The undersigned further agrees to comply with the provisions of all statutes relating to
the proper and complete performance of the undersigned's duties, and the undersigned is familiar
with and accepts the obligations of the undersigned's position as registered agent.

By: K. Lawrence Gragg
K. Lawrence Gragg
Registered Agent