

(SAMPLE LETTER OF TRANSMITTAL)

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95 MAR -8 AM 9:34
T-SEAL
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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-02/20/95--01100--019
****122.50 ****122.50

Re: HEBÖ - ORNAMENTAL METAL SYSTEMS INC. Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

D. MAEGDEFRAU

(individual's name)

HEBÖ-ORNAMENTAL METAL SYSTEMS INC.
(name of corporation)

MAILING ADDRESS OF CORPORATION

2706 N.E. 32nd AVE.

FT. LAUDERDALE, FL. 33308

PHONE

(305) 561 7756

Area Code

Number

Ext.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 21, 1995

D. MAEGDEFRAU
2706 NE 32ND AVENUE
FORT LAUDERDALE, FL 33308

SUBJECT: HEBO-ORNAMENTAL METAL SYSTEMS INC.
Ref. Number: W95000003965

We have received your document for HEBO-ORNAMENTAL METAL SYSTEMS INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

THE INCORPORATOR MUST BE A PERSON.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 995A00007817

DIETER MAEGDEFRAU
2706 N.E. 32nd AVE.
FT. LAUDERDALE, FL. 33308
TEL & FAX (305) 561 7756

MRS. TERRI BUCKLEY
CORPORATE SPECIALIST
FLORIDA DEPARTMENT OF STATE

1.02.1995

SUBJECT: HEBO - ORNAMENTAL METAL SYSTEMS INC.
REF. NUMBER: W 95000003965

Dear Mr. Buckley

In reference to your LETTER NUMBER: 995A00007817, I talked to you on the phone today.

As I pointed out, the Incorporation is sought in my name, not in the name of a company, as stated in the Certificate of Registered Agent and in the application itself.

The stamp on the last page was put there inadvertently and has no meaning.

As I have to get all the printing done, I would appreciate a speedy processing of the application.

With regards

D. Maegdefrau

A handwritten signature in cursive script, appearing to read 'D. Maegdefrau', written in dark ink.

ARTICLES OF INCORPORATION

of

HEBÖ - ORNAMENTAL METAL SYSTEMS INC.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

HEBÖ - ORNAMENTAL METAL SYSTEMS INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONETHOUSAND shares (1000) of COMMON SHARES Dollar(s) (\$ ONE (\$ 1)) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	DIETER MAEGDEFRAU		
ADDRESS	2706 N.E. 32nd AVE		
CITY	FT. LAUDERDALE	FLORIDA	ZIP 33308

The principal office, if known, or the mailing address of the corporation is:

NAME	HEBÖ - ORNAMENTAL METAL SYSTEMS INC.		
ADDRESS	2706 N.E. 32nd AVE.		
CITY	FT. LAUDERDALE	FLORIDA	ZIP 33308

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors 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 (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	DIETER MAEGDEFRAU		
ADDRESS	2706 N.E. 32nd AVE.		
CITY	FT. LAUDERDALE	STATE	ZIP 33308
NAME	HANS EHRICH BÖHL		
ADDRESS	AM BERG 3		
CITY	GEMÜNDEN-GRÜSEN, 35285	STATE	GERMANY ZIP 35285
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME: SAME AS ARTICLE VI			
ADDRESS: 1000 10th Street			
CITY: San Francisco, California		STATE: CA	ZIP: 94103
NAME: James H. Smith			
ADDRESS: 2511 1st Street			
CITY: San Francisco		STATE: CA	ZIP: 94103
NAME: James H. Smith			
ADDRESS: 2511 1st Street			
CITY: San Francisco		STATE: CA	ZIP: 94103

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 18th day of FEBRUARY, 1995.

Hans-Joachim Fritze (Seal)

D. Mergelmann (Seal)

(Seal)

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

FILED
95 MAR -8 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

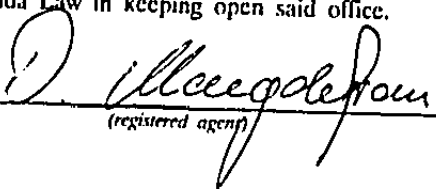
HEBÖ - ORNAMENTAL METAL SYSTEMS INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation
at 2706 N.E. 32nd AVE., FT. LAUDERDALE, FL. 33308

has named DIETER MAEGDEFRAU
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(registered agent)