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A PARTNERSHIP OF INDIVIDUAL PROFESSIONAL ASSOCIATIONS

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Legal Assistant

DIRECT DIAL NUMBER
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March 16, 1995

VIA FEDERAL EXPRESS

Mr. John Hall
Hall's Air Freight & Delivery Service
464 East Freddie Martin Drive
Tallahassee, Florida 32301

Re: Metco, Inc.

Dear John:

Enclosed please find one original and one (1) copy of the Articles of Incorporation of Metco, Inc.

Also enclosed is this firm's check in the amount of \$122.50 representing the \$35.00 filing, the \$35.00 fee for designation of and acceptance by the Registered Agent, and the \$52.50 fee for a certified copy of the Articles of Incorporation.

Please file the Articles of Incorporation with the Secretary of State's office, wait for the certified copy and return the Articles of Incorporation to me as soon as possible.

If you should have any comments or questions, please do not hesitate to contact me.

Sincerely,

HONIGMAN MILLER SCHWARTZ AND COHN

Frankie M. Smith
Legal Assistant

FMS/jlf
Enclosures

cc: David S. Oliver, Esquire
Mr. Daniel Badran

ORLANDO/410751

NANCY HENDRICKS MAR 17 1995

WEST PALM BEACH, FLORIDA
TAMPA, FLORIDA
DETROIT, MICHIGAN
TANNING, MICHIGAN
HOUSTON, TEXAS
LOS ANGELES, CALIFORNIA

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03/17/95-01071-001
***122.50 ***122.50

RECORDED
MAR 17 1995
DEPT OF REVENUE

will wait

**ARTICLES OF INCORPORATION
OF
METCO, INC.**

FILED
95 MAR 17 11:23 AM
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
IN FLORIDA

ARTICLE I - NAME

The name of this corporation is Metco, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is 505 North Park Avenue, Suite 212, Winter Park, Florida 32789.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation is Deborah L. Badran, with an address of 505 North Park Avenue, Suite 212, Winter Park, Florida 32789.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is Deborah L. Badran, with an address of 505 North Park Avenue, Suite 212, Winter Park, Florida 32789.

ARTICLE X - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation but shall never be less than one (1). The name and address of the initial director of the Corporation is Deborah L. Badran, with an address of 505 North Park Avenue, Suite 212, Winter Park, Florida 32789.

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

ARTICLE XII - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16th day of March, 1995.

Deborah L. Badran
Deborah L. Badran, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

Dated this 16th day of March, 1995.

Deborah L. Badran
Deborah L. Badran, Registered Agent