

FRESE, NASH & TORPY, P.A.

95000027455

GARY W. FRENZ 10
CHARLES IAN NASH
VINCENT G. TORPY 1
GREGORY M. HANSEN 1
RICHARD E. TORPY
J. PATRICK ANDERSON 1
LAURA L. ANDERSON
STEPHEN P. HUBBARD
ELMER G. VAUGHN

33 S. HARRISON CITY BLVD.
SUITE 505
MELBOURNE, FLORIDA 32901
(407) 884-8800
FAX (407) 881-8741

- 1 BOARD CERTIFIED IN TAXATION
- 0 BOARD CERTIFIED IN WILL, TRUST & ESTATE
- 1 BOARD CERTIFIED IN CIVIL TRIAL LAW
- 0 BOARD CERTIFIED IN REAL ESTATE LAW

WILLIAM A. GRIMM
OF COUNSEL
CHRIS BATES FOSTER
OF COUNSEL

March 30, 1995

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

58159-9 PR 3:31

Re: Men of Iron & Steel, Inc.
Our File No. 95-4202

Dear Sir or Madam:

Enclosed please find an original plus one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is the corporation's check in the amount of \$122.50 representing the filing fee. I would appreciate receiving a certified copy of the Articles after they have been filed.

Should you have any questions, please do not hesitate to contact my office.

EFFECTIVE DATE Sincerely,

MAR 30 1995

FRESE, NASH & TORPY, P.A.

J. Patrick Anderson

JPA:sld
Enclosures

jpa-llra@state.fl.us

JPA

ARTICLE V

Every Shareholder, upon the issuance of any new stock of this Corporation, shall have the right to purchase his or her pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

ARTICLE VI

The initial street and mailing address of the principal place of business of the Corporation is 2583 South A1A, Melbourne Beach, Florida 32951. The initial address in Florida of the initial registered office of this Corporation is 930 S. Harbor City Boulevard, Suite 505, Melbourne, Florida 32901, and the name of the initial registered agent of this Corporation at that address is J. Patrick Anderson.

ARTICLE VII

The initial Board of Directors shall consist of one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Shareholders, but shall never be less than one. The name and address of the person who shall serve as Director until the first annual meeting of the Shareholders, or until successors have been elected and qualified, is as follows:

E. Walter Koenig
2583 South A1A
Melbourne Beach, FL 32951

ARTICLE VIII

The Shareholders of this Corporation shall adopt By-Laws which shall contain provisions for the management of the business and the regulation of the affairs of the Corporation that are not inconsistent with the Articles or the laws of the State of Florida.

ARTICLE IX

The name and address of the initial incorporator is as follows:

J. Patrick Anderson
930 S. Harbor City Boulevard
Suite 505
Melbourne, FL 32901


ARTICLE X

The Board of Directors shall have the power to amend or supplement these Articles of Incorporation when approved by a majority vote of the Shareholders.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 30th day of March, 1995.


J. Patrick Anderson

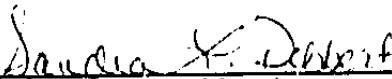
I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


J. Patrick Anderson,
Registered Agent

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared, J. Patrick Anderson, who is personally known to me and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation and did not take an oath.

WITNESS my hand and official seal in the County and State aforesaid this 30th day of March, 1995.



Sandra L. Debbert
Notary Public
State of Florida at Large

My Commission Expires:

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FILED
CLERK OF COUNTY
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