

P95000039586

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 MAY 18 PM 2:51

AB 5/18/95

RE: Metal Construction Systems, Inc.

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S -	200894493792	05/18/95 01081-011
<input type="checkbox"/> Fictitious Name File	****122.50	****122.50
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

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 DIVISION OF CORPORATIONS

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No. _____
BY	<i>JW</i>		

WALK-IN
 Will Pick Up *518*

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Name of Corporation

95 MAY 18 PM 2:51

THE UNDERSIGNED, acting as the Incorporator of a corporation under the CORPORATION ACT of the State of Florida adopts the following Articles of Incorporation for such Corporation.

CORPORATE NAME

The name of this Corporation is:

METAL CONSTRUCTION SYSTEMS, INC.

NATURE OF CORPORATE BUSINESS

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the United States and of the State of Florida.

CAPITAL STRUCTURE

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of ONE THOUSAND (1,000) shares of stock having no par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

PREEMPTIVE RIGHTS

Shareholders of the Corporation shall have the preemptive rights to acquire their pro rata share of the Corporation for all issues of any class of stock of the Corporation no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissue of all redeemed or otherwise acquired shares, including the reissue of treasury shares.

EXISTENCE

This Corporation shall have perpetual existence.

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation is one (1). The number of Directors may be either increased or decreased from time to time by an amendment of the By-Laws but shall never be less than one (1). The names of the original member of the board of Directors is/are:

THOMAS KELAHER
1510 AUGUSTA CIRCLE
SUITE 138
DELRAY BEACH, FLORIDA 33445

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INCORPORATOR

The name and address of the Incorporator executing these Articles of Incorporation is:

THOMAS KELAHER
1510 AUGUSTA CIRCLE
SUITE 138
DELRAY BEACH, FLORIDA 33445

REGISTERED AGENT AND PRINCIPAL OFFICE

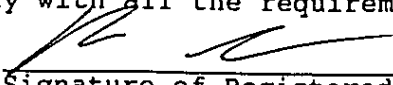
The Corporation's initial Registered Agent and Principal Office in the State of Florida are:

RONALD LEWIS, ESQ
5301 N. FEDERAL HIGHWAY
SUITE 150
BOCA RATON, FLORIDA 33487

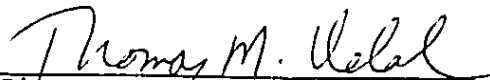
AMENDMENT TO ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Having been named Initial Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such appointment and consent to act in such capacity and agree to comply with all the requirements of law pertaining thereto.


Signature of Registered Agent

IN WITNESS WHEREOF, I, the Incorporator have executed these Articles of Incorporation this date:


Signature of Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15th day of May, 1995 by Thomas Kelaher, as Incorporator who has produced a Florida Drivers License as identification and

Who did take an oath.

My commission expires:



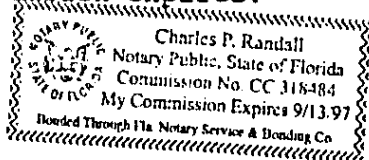
OFFICIAL SEAL
RONALD LEWIS
COMMISSION EXPIRES
JULY 09, 1993

[Signature]
Notary Public
Printed, typed or stamped name
Ronald Lewis
CC 125163
(Serial Number)

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 16
day of May, 1995 by Ronald Lewis, as the Registered
Agent who is personally known to me or has produced
[Signature] as identification and who did (not) take an
oath.

My commission expires:



[Signature]
Notary Public
Printed, typed or stamped name

(serial number)

CORP\MCSI\ARTOF. INC