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Kay G. Finley
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May 25, 1995

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

Re: Ameritex Company

700001501587
-05/30/95--01065--017
****122.50 ****122.50

Dear Secretary:

Enclosed you will find original signed Articles of Incorporation along with our check for filing same.

We would appreciate your prompt attention in filing these articles.

Very truly yours,


Lynne Hankins-Fielder

LHF/hlc

Enclosures

FILED
95 MAY 30 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AMERTEX COMPANY

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: AMERTEX COMPANY

ARTICLE II

The principal place of business of the corporation shall be and the mailing address of the corporation is 6 Windy Hill Road, Annandale, New Jersey 08801.

ARTICLE III

The capital stock of this corporation shall be 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The street address of the initial registered agent of the corporation shall be care of Finley & Reif, P.A., 22725 Old State Road 4-A, Cudjoe Key, Florida 33042. The name of the initial registered agent at that address shall be Lynne Hankins-Fielder.

ARTICLE V

The name(s) and address(es) of the incorporator(s) to these Articles of Incorporation are:

Lynne Hankins-Fielder, Esquire

Registered Agent and Incorporator

Mailing Address:

Finley & Reif, P.A.
22725 Old State Road 4-A
Cudjoe Key, Florida 33042

Street Address:

Finley & Reif, P.A.
22725 Old State Road 4-A
Cudjoe Key, Florida 33042

FILED
95 MAY 30 PM 1:00
CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

ARTICLE VI

The initial director(s) of this corporation shall be: Karen Hall, 6 Windy Hill, Annandale, New Jersey, 08801.

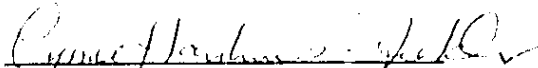
ARTICLE VII

The shareholders of the corporation shall have the power to include in the bylaws, or by separate agreement adopted by the majority of the shareholders of the corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the corporation by any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details of the disposition, shall be determined by the shareholders of the corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock.

ARTICLE VIII

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any rights conferred on the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator executed these articles of incorporation on this 23rd day of May, 1995.


Lynne Hankins-Fielder

STATE OF FLORIDA
COUNTY OF MONROE

The foregoing articles of incorporation were acknowledged before me on this 23rd day of May, 1995, by Lynne Hankins-Fielder, who is personally known by me or who produced _____ as identification.


NOTARY PUBLIC, State of Florida

My commission expires:



LINDA M. YAKEL
MY COMMISSION # CC 245785 EXPIRES
December 13, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

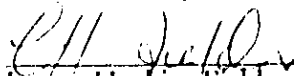
CERTIFICATE DESIGNATING PRINCIPAL OFFICE
AND NAMING REGISTERED AGENT

The following is submitted in compliance with Section 48.091, Florida Statutes.

AMERTEX COMPANY, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at Pinley & Reif, P.A., 22725 Old State Road 4A, Cudjoe Key, Florida 33042, has named Lynne Hankins-Fielder as its registered agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby accept to act in the capacity, and I agree to comply with the provisions of said statute relative to keeping open said office.


Lynne Hankins-Fielder

FILED
95 MAY 30 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA