

HARTMAN & GOLDBERG

attorneys and counselors at law

a partnership of professional associations

Hindley S. Hartman • Mark H. Goldberg



December 29, 1995

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

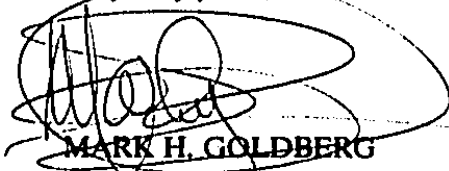
Re: Metalex, Inc.

Dear Sirs:

Enclosed please find the proposed Articles of Incorporation for the above-referenced corporation together with my check in the amount of \$122.50. Please return a certified copy of the Articles to me at your earliest convenience.

Thank you for your anticipated cooperation on the above. I remain,

Very truly yours,



MARK H. GOLDBERG

MHG:me

Enclosure: Check #5273

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
METALEX, INC.

FILED
96 JAN -8 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I.

NAME

The name of this corporation is:

METALEX, INC.

ARTICLE II.

DURATION

This corporation shall have perpetual existence unless dissolved pursuant to law and shall commence business as of the date of filing of these Articles of Incorporation.

ARTICLE III.

PURPOSE

This corporation may engage in any business activity permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV.

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE V.

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this 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.

ARTICLE VI.

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation is:
10000 Stirling Road, Suite 1, Cooper City, FL 33024

ARTICLE VII.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 10000 Stirling Road, Suite 1, Cooper City, FL 33024 and the name of the initial registered agent of this corporation at that address is Mark H. Goldberg.

ARTICLE VIII.

INCORPORATOR

The names and addresses of the persons signing these Articles are :

Mark H. Goldberg, 10000 Stirling Road, Suite 1, Cooper City, FL 33024.

ARTICLE IX.

AMENDMENTS

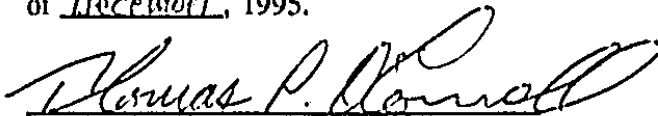
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Stockholders is subject to this reservation.

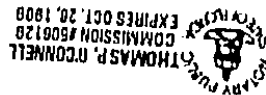
IN WITNESS WHEREOF, the undersigned subscribers hereunto executed these Articles of Incorporation, this 29th day of December, 1995.


Mark H. Goldberg

STATE OF FLORIDA)
) ss
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Mark H. Goldberg, personally known to me, who, after being first duly sworn, deposes and states that he signed the foregoing Articles of Incorporation for the purposes therein expressed.
WITNESS my hand and official seal at the State and County aforesaid, this 29th day of December, 1995.


NOTARY PUBLIC, State of Fla.

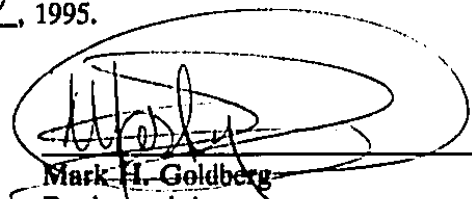


My commission expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent of the above named corporation, the undersigned does hereby accept such appointment and does hereby agree to do all things necessary in order to carry out any and all duties required of such position.

DATED this 29th day of December, 1995.


Mark H. Goldberg
Registered Agent

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TALLAHASSEE, FLORIDA