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LAW OFFICES
PAUL M. MARMISH, P.A.
2006 TIGERTAIL AVENUE
SUITE 102
COCONUT GROVE, FLORIDA 33133
(305) 858-2097
FAX (305) 858-2624

March 18, 1996

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

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-03/20/96--01111--006
****122.50 ****122.50

Re: Articles of Incorporation of
STEEL CONSULTANTS OF AMERICA, INC.

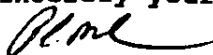
Ladies and Gentlemen:

Please find enclosed herewith duplicate executed originals of the Articles of Incorporation of Steel Consultants of America, Inc., together with our firm check payable to your order in the amount of \$122.50, which represents the filing fee and the fee for one certified copy of the Articles.

After the Articles of Incorporation have been filed, please return the certified copy of same to the undersigned in the stamped, self-addressed envelope provided.

Your courtesy and cooperation are most appreciated.

Sincerely yours,


PAUL M. MARMISH
For the Firm

PMM/rmr:sec-state(4)
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 MAR 20 AM 10:25

CP 3/24/96

EFFECTIVE DATE

MAR 9/18/72

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

96 MAR 20 AM 10:25

OF

STEEL CONSULTANTS OF AMERICA, INC.

ARTICLE I

NAME

The name of the Corporation is:
STEEL CONSULTANTS OF AMERICA, INC.

ARTICLE II

DURATION

The Corporation shall exist in perpetuity.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 7,500 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V

PRE-EMPTIVE 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 shares thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VI

RIGHTS OF SHARES OF CAPITAL STOCK

The entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, each share having one vote. Nothing in these Articles shall be construed to allow cumulative voting shares.

ARTICLE VII

PRINCIPAL OFFICE ADDRESS FOR CORPORATION

The address of the principal office of the Corporation is:
2666 Tigertail Avenue, Suite 102, Coconut Grove, FL 33133.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial Registered Agent and Registered Office of the Corporation are: Paul M. Marmish, Esquire, 2666 Tigertail Avenue, Suite 102, Coconut Grove, Florida 33133.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The Corporation shall have one Director initially. The number of Directors may be either increased or decreased from time to time by the By-Laws adopted by the Corporation. The name and address of the initial Director is:

<u>Name</u>	<u>Address</u>
Paul M. Marmish	2666 Tigertail Avenue Suite 102 Coconut Grove, Florida 33133

ARTICLE X

INCORPORATION

The name and address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Paul M. Marmish	2666 Tigertail Avenue Suite 102 Coconut Grove, Florida 33133

ARTICLE XI

BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Directors.

ARTICLE XII

INDEMNIFICATION

The Corporation shall indemnify any Officer and Director or any former Officer and Director, to the fullest extent permitted by law.

ARTICLE XIII

COMMENCEMENT OF CORPORATE EXISTENCE

Corporate existence shall be deemed to commence on the 18th day of March, 1996.

Paul M. Marmish

PAUL M. MARMISH

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

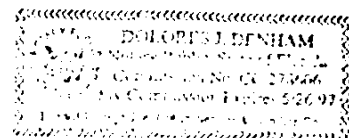
BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared PAUL M. MARMISH, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 18th day of March, 1996.

Dolores J. Denham
Notary Public, State of Florida
at Large

My Commission Expires:

AI-RE



**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

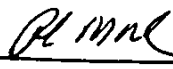
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That STEEL CONSULTANTS OF AMERICA, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Miami, has named Paul M. Marmish, located at 2666 Tigertail Avenue, Suite 102, Coconut Grove, Florida 33133, as its agent to accept service of process within this state and such agent hereby accepts the obligation of 607.325 F.S.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above state Corporation, at the place designated in this Certificate, Paul M. Marmish hereby accepts to act in this capacity, and agrees to comply with the provision of said Act relative to keeping open said office.

Dated: March 18, 1996



Paul M. Marmish

Registered Agent

AI-SCA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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