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Cheeseman and Phillips
Attorneys & Counsellors at Law

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Barnett Plaza, Suite 4130
Tampa, Florida 33602
813/223-4007
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June 3, 1996

Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32314

RE: The X Group, Inc.

Gentlemen:

Enclosed for filing are the original Articles of Incorporation for the above referenced corporation. Also enclosed is our check in the sum of \$122.50 for payment of the filing fees.

Please furnish us with a certified copy of the Articles.

If you should require any additional fees, please feel free to contact our office.

Thank you for your cooperation in this matter.

Yours truly,

CHEESEMAN and PHILLIPS

J. Phillips
Jerrold K. Phillips

Signed in Mr. Phillips' absence to avoid delay

JKP/js
Enclosure(s)

cc: Joshua Unger

Dmc 6/7/96

FILED
96 JUN -5 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE X GROUP, INC.**

FILED
96 JUN -5 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is THE X GROUP, INC.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general purposes for which the corporation is organized are:

(1) To engage in any lawful activity permitted by the State, including but not limited to, retail sales and manufacturing of metal building supplies for use within and without the State of Florida.

(2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is one hundred (1000) shares of common stock with a par value of \$1.00 per share.

ARTICLE V

The street address of the initial registered office of the corporation is 8722 Busch Oak Street, Tampa, Florida 33617.

ARTICLE VI

The initial board has one director. The names and addresses of the Board of Directors members are as follows:

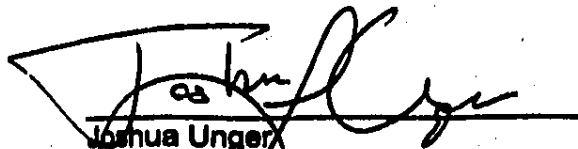
Joshua Unger

8722 Busch Oak Street
Tampa, Florida 33617

ARTICLE VII

The name and address of each incorporator is listed above as an initial director.

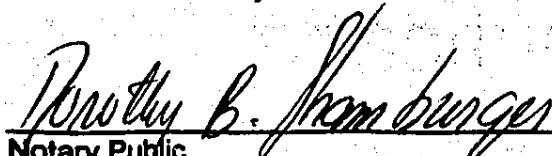
EXECUTED by the undersigned at Tampa, Florida on the 22nd day of May, 1996.

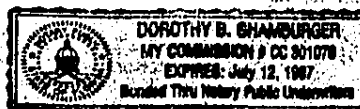

Joshua Unger
FL. DCA
21526-437-74106-0

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, personally appeared, JOSHUA UNGER, well known to me to be the person described in and who executed the foregoing Articles of Incorporation of THE X GROUP, INC., and he acknowledged before me that he signed said Articles of Incorporation for the uses and purposes set forth herein.

WITNESS my hand and official seal this 22nd day of May, 1996.


Notary Public
My Commission Expires:



**CERTIFICATE DESIGNATING
PLACE OF BUSINESS OR DOMICILE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

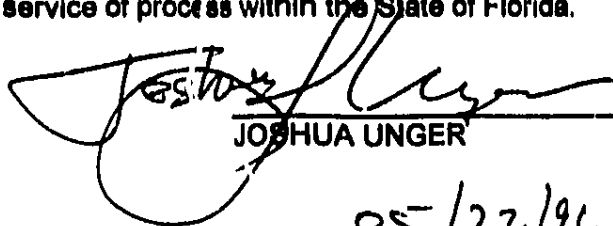
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96 JUN -5 PM 2:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:**

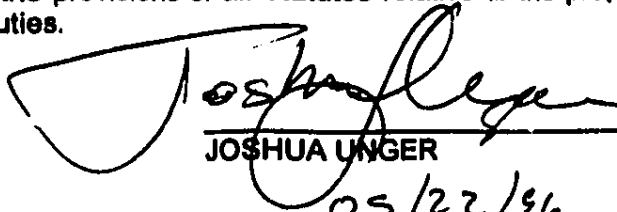
THE X GROUP, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business as 8722 Busch Oak Street, Tampa, Florida 33617, and has named Joshua Unger located at 8722 Busch Oak Street, Tampa, Florida 33617 as its agent to accept service of process within the State of Florida.



JOSHUA UNGER
05/22/96

Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



JOSHUA UNGER
05/22/96

Date