

P9600000623/4

G. Stephen Manning, P.A.

FILED

8822 SOUTHPOINT DRIVE - SOUTH
SUITE 310

JACKSONVILLE, FLORIDA 32216

PLEASE REPLY TO:

POST OFFICE BOX 550908
JACKSONVILLE, FLORIDA 32255-0908

96 JUL 23 PM 1:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TELEPHONE
(904) 281-1001

TELECOPIER
(904) 296-0888
(904) 281-0883

MOBILE
(904) 888-4000

G. STEPHEN MANNING
MEMBER FL AND NY BARS
STEPHEN A. FAUSTINI

July 22, 1996

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation for
Associated Iron & Metal, Inc.

800001902048
-07/23/96--01106--008
****122.50 ****122.50

Dear Sir:

Enclosed for filing is an original and one (1) executed copy of the "Articles of Incorporation of Associated Iron & Metal, Inc." ("Articles"). Also enclosed is a check in the amount of \$122.50 for the filing fee and a certified copy of the Articles and Certificate of Incorporation after filing. Please return a certified copy to the undersigned at Post Office Box 550908, Jacksonville, Florida 32255-0908.

Please call me should any additional information be required or should you have any questions concerning the document.

Sincerely,


G. Stephen Manning

GSM/mlo

Enclosures

cc: Charles Berman

PH
7/25/96

**ARTICLES OF INCORPORATION
OF
ASSOCIATED IRON & METAL, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, 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 the corporation is Associated Iron & Metal, Inc. (the "Corporation").

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III - CAPITAL STOCK

The number of shares of stock which the Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE IV - DURATION; EFFECTIVE DATE

The Corporation shall exist perpetually, commencing upon the date of filing of the Articles of Incorporation by the Department of State.

ARTICLE V - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial principal office and the mailing address of the Corporation is 6622 Southpoint Drive South, Suite 310, Jacksonville, Florida 32216. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VI - DIRECTORS

The business of this Corporation shall be managed by a Board of Directors. There shall be two (2) Directors initially. The number of Directors may be increased or decreased from time to time by Bylaws adopted by the Shareholders. In no event shall the number of Directors be less than one (1).

ARTICLE VII - INCORPORATOR


The name and address of the incorporator of the Corporation is:

G. Stephen Manning

6622 Southpoint Drive South
Suite 310
Jacksonville, Florida 32216

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is 6622 Southpoint Drive South, Suite 310, Jacksonville, Florida 32216. The undersigned, an individual resident of the State of Florida, whose business office is identified with the initial registered office of this Corporation, is hereby appointed as the Registered Agent of the Corporation. The undersigned, simultaneously with his designation as Registered Agent, hereby accepts the appointment as Registered Agent for this Corporation on whom process may be served. The undersigned hereby states that he is familiar with, and accepts, the obligations of the position of Registered Agent for this Corporation in accordance with Section 607.0501 and 607.0505 of the Florida Business Corporation Act.


G. Stephen Manning
Registered Agent

ARTICLE IX - BYLAWS

The initial Bylaws of the Corporation shall be adopted by the Directors. The Bylaws may be altered, amended or repealed from time to time in the manner provided in the Bylaws by either the Shareholders or the Directors.

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

The Shareholders may, by Bylaw provision or by Shareholders' Agreement recorded in the minute book of the Corporation, impose such restrictions on the sale, transfer, or encumbrance of the stock of the Corporation as they may see fit.

ARTICLE XI - INDEMNIFICATION

The Board of Directors is hereby specifically authorized to make provisions for the indemnification of Directors, officers, employees and agents of the Corporation, to the fullest extent permitted by law.


ARTICLE XII - AMENDMENT

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These Articles of Incorporation may be amended, altered, or repealed at any time, and from time to time, in the manner now or hereafter prescribed by the Florida Business Corporation Act, as amended from time to time, and all rights conferred on a shareholder herein are granted subject to this reservation.

THE UNDERSIGNED, being the original incorporator hereinbefore named for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, does make, subscribe, acknowledge, and file these Articles of Incorporation, hereby declaring and certifying that the facts stated therein are true and accordingly has hereunto set his hand on this 22nd day of July, 1996.


G. Stephen Manning
Incorporator

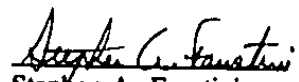
STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing Articles of Incorporation were executed and acknowledged before me this 22nd day of July, 1996, by the Incorporator, G. Stephen Manning, who is personally known to me.

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



STEPHEN A. FAUSTINI
My Commission CC544960
Expires Apr. 02, 2000


Stephen A. Faustini
Notary Public
State of Florida at Large

My Commission Expires: 4-2-2000

My Commission Number: CC544960