

Zimmerman
Zimmerman
& Miceli, P.A.

P96000090307

ATTORNEYS AT LAW

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*****70.00 *****70.00

October 23, 1996

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: U.S. METALS, INC.

Dear Sirs:

I enclose herewith an original and one copy of the Articles of Incorporation of the above referenced corporation, together with a resident agent's certificate.

I also enclose my check in the sum of \$70.00 to cover the following incorporation fees:

Filing Fee	\$ 35.00
Certificate of Resident Agent	<u>35.00</u>
	\$ 70.00

Please return a copy of the Articles after filing.

Thank you for your cooperation in this matter.

Very truly yours,

L. G. Miceli
Lawrence G. Miceli

LGM/skim

Enc.

FILED
96 NOV -4 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

\$ 70.00
no check received
688, 2287, 671
1096-22888

B. REGISTER OCT 28 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 28, 1996

LAWRENCE G MICELI, ESQUIRE
737 E ATLANTIC BLVD
POMPANO BEACH, FL 33060

SUBJECT: U.S. METALS, INC.
Ref. Number: W96000022888

We have received your document for U.S. METALS, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

The corporate fees are as follows:

CORPORATIONS FILING FEES

Profit and NonProfit
Florida & Foreign Corp.

Filing Fees	\$35.
Registered Agent Designation	\$35.
Certified Copy	\$52.50
Total Fee Due	\$122.50

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 296A00049638

TO:

Attn: Beth Register
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Zimmerman
Zimmerman
& Miceli, P.A.

Attorneys at Law

737 East Atlantic Boulevard., Pompano Beach, Florida 33060 • (305) 941-5432 • Fax (305) 941-0523

DATE

11/01/96

RE:

U.S. Metals, Inc.

Dear Ms. Register,

Enclosed please find the check for the incorporation of U.S. Metals, Inc. My apologies for omitting it in the first mailing.

SIGNED

Very truly yours,
L. J. Miceli /sm

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I

CORPORATE NAME

The name of the Corporation shall be:

U.S. METALS, INC.

and the principal office of the Corporation shall be:

962 Old Boynton Road
Boynton Beach, Florida 33435

ARTICLE II

NATURE OF CORPORATE BUSINESS

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
100	\$1.00	Common

ARTICLE IV

PREEMPTIVE RIGHTS

Each Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as to 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 V

INITIAL REGISTERED AGENT

AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: Lawrence G. Miceli, Esq.
INITIAL REGISTERED OFFICE: 737 E. Atlantic Blvd.
Pompano Beach, Florida 33060

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have One (1) Director(s) initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the Director(s) of this Corporation is (are):

NAME

ADDRESS

JOHN C. BECKER, JR.

962 Old Boynton Road
Boynton Beach, FL 33435

ARTICLE VII

INCORPORATOR

The name and address of each incorporator executing these Articles of incorporation is:

NAME

ADDRESS

JOHN C. BECKER, JR.

962 Old Boynton Road
Boynton Beach, FL 33435

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall

be vested in the Board of Directors and the Shareholders.

ARTICLE IX

INDEMNIFICATION

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

ARTICLE X

AMENDMENTS

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 23 day of October, 1996.

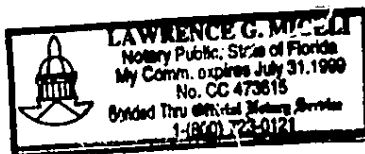
John C. Becker Jr.
JOHN C. BECKER, JR.
Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared JOHN C. BECKER, JR., known to me or who did produce Personally Known as identification, and 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 this 23 day of October, 1996

Lawrence G. Miceli
NOTARY PUBLIC



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCEEDINGS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

Pursuant to Fla. Stat. sec. 48.091, the following is
submitted:

U.S. METALS, INC., desiring to organize under the laws of the State
of Florida, with its principle office, as indicated in the Articles
of Incorporation in the city of Boynton Beach, County of Palm
Beach, State of Florida, has named Lawrence G. Miceli, Esq.,
located at 737 E. Atlantic Blvd., in Pompano Beach, County of
Broward, State of Florida, as its agent to accept service of
process within this state.

ACKNOWLEDGED:

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

BY:


LAWRENCE G. MICELI, ESQ.
Resident Agent

FILED
96 NOV -4 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA