737 EAST ATLANTIC BLVD. POMPANO BEACH, FLORIDA 33060 (954) 941-5432 (954) 941-0523 (FAX)

January 12, 2001

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 Dissolution of the above referenced corporation.

Please return a copy of the Articles after filing. Thank you for your cooperation in this matter.

Very truly yours,

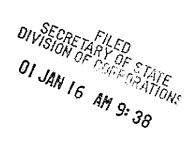
Lawrence G. Miceli

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ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST:	The name of the corporation is: U.S. METALS, INC.
SECOND:	The date dissolution was authorized: OCT. 18, 2000
THIRD:	Adoption of Dissolution (CHECK ONE)
Diss was	solution was approved by the shareholders. The number of votes cast for dissolution sufficient for approval.
Diss	solution was approved by vote of the shareholders through voting groups.
Ti er	he following statement must be separately provided for each voting group atitled to vote separately on the plan to dissolve:
The	number of votes cast for dissolution was sufficient for approval by
	SHARE HOLDERS
	(voting group)
Sign	ned this
Signature _	(By the Chairman or Vice Chairman of the Board, President, or other officer)
	JOHN C BECKER JR (Typed or printed name)
	PRESIDENT (Title)