

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

file 2 na

*Per phonecall:
 Make effec. 12/31/96
 the same as
 dissolution*

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	_____	_____	_____

WALK-IN *12/23/2:00*
 Will Pick Up _____

New Filing

P96000102854

No. 53620

RE: *Quark Metal Studs Inc.*

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS		

EFFECTIVE DATE

12/31/96

96 DEC 23 PM 3:28
 TALLAHASSEE, FLORIDA

FILED

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

N. HENDRICKS DEC. 23 1996

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

AFFIDAVIT

The undersigned, having been duly sworn, deposes and says:

1. Affiant is the President, sole Director and sole shareholder of Duarte Metal Studs, Inc., a Florida corporation (the "Corporation").

2. Affiant has signed Articles of Dissolution of the Corporation which are being filed with the Florida Department of State.

3. For business and/or tax reasons, immediately following dissolution of the Corporation by the filing of the Articles of Dissolution, affiant will cause new Articles of Incorporation to be filed with the Florida Department of State creating a new Florida business corporation bearing the same name as the dissolved Corporation.


4. So that the Articles of Incorporation for the new corporation may be filed immediately following dissolution of the Corporation, affiant provides this Affidavit declaring that it is not intended that the Articles of Dissolution of the Corporation be revoked.

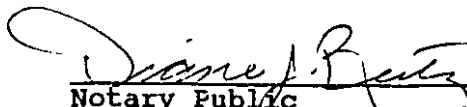
Further affiant sayeth not.


Julio Duarte

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 20th December, 1996, by Julio Duarte, who is personally known to me or who has produced FL DL-0640-42365-1736 as identification and who did take an oath.

(SEAL)
 DIANE J. REITZ
MY COMMISSION # CC380908 EXPIRES
February 28, 1998
BONDED THRU TROY FAH INSURANCE, INC.


Notary Public
Commission # 2-28-98
My Commission Expires:

ARTICLES OF INCORPORATION
FOR

DUARTE METAL STUDS, INC.

THE UNDERSIGNED SUBSCRIBER TO THE ARTICLES OF INCORPORATION,
A NATURAL PERSON COMPETENT TO CONTRACT, HEREBY FORM A CORPORATION
UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I. NAME

EFFECTIVE DATE

12/31/96

THE NAME OF THE CORPORATION SHALL BE:

DUARTE METAL STUDS, INC.

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE:
2715 24TH STREET WEST
BRADENTON, FL 34205

ARTICLE II. NATURE OF BUSINESS

THIS CORPORATION MAY ENGAGE OR TRANSACT IN ANY OR ALL LAWFUL
ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED
STATES, THE STATE OF FLORIDA OR ANY OTHER STATE, TERRITORY OR
NATION.

ARTICLE III. CAPITAL STOCK

THE TOTAL NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS
IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS SEVEN
THOUSAND FIVE HUNDRED (7,500) COMMON SHARES HAVING A PAR
VALUE OF \$1.00 PER SHARE.

FILED
96 DEC 23 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IN MANATEE COUNTY, FLORIDA, AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS ARE AS FOLLOWS:

NAME AND ADDRESS

JULIO DUARTE
2715 24TH STREET WEST
BRADENTON, FL 34205

ARTICLE V. TERM OF EXISTENCE

THE TERM OF EXISTENCE OF THE CORPORATION SHALL BE PERPETUAL.
CORPORATE EXISTENCE SHALL BEGIN IMMEDIATELY UPON FILING APPROVAL, EFFECTIVE 12/31/96.

ARTICLE VI. SPECIAL PROVISION

IT IS THE INTENT OF THE INCORPORATOR THAT THE CORPORATION WILL QUALIFY UNDER SECTION 1244 OF THE INTERNAL REVENUE SERVICE CODE. THE CORPORATION INTENDS TO FILE AS AN "S" CORPORATION WITH IRS.

ARTICLE VII. INCORPORATOR

THE NAME AND STREET ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION IS:

JULIO DUARTE
2715 24TH STREET WEST
BRADENTON, FL 34205

ARTICLE VIII. DIRECTOR(S)

THE NAMES AND ADDRESS OF THE PERSONS WHO SHALL SERVE AS THE THE INITIAL DIRECTORS OF THE CORPORATION UNTIL THE FIRST ANNUAL MEETING OF THE SHAREHOLDER(S) OR UNTIL A SUCCESSOR IS DULY ELECTED AND QUALIFIED IS AS FOLLOWS:

NAME AND STREET ADDRESS

JULIO DUARTE
2715 24TH STREET WEST
BRADENTON, FL 34205

ARTICLES IX. OFFICER(S)

THE NAME(S) AND ADDRESS(ES) OF THE PERSON(S) WHO SHALL SERVE AS
THE INITIAL OFFICER(S) OF THE CORPORATION IS HEREBY APPOINTED AS
FOLLOWS: **NAME(S) AND ADDRESS(ES)**

**JULIO DUARTE, PRESIDENT/TREASURER/SECRETARY
2715 24TH STREET WEST
BRADENTON, FL 34205**

ARTICLE X. SHAREHOLDER(S) MEETINGS AND CORPORATE BOOKS

MEETINGS OF THE SHAREHOLDER(S) MAY BE HELD WITHIN OR WITHOUT THE
THE STATE OF FLORIDA. THE BOOKS OF THE CORPORATION MAY BE KEPT
OUTSIDE OF THE STATE OF FLORIDA AT SUCH PLACE OR PLACES AS MAY BE
DESIGNATED FROM TIME TO TIME BY THE BOARD OF DIRECTORS.

ARTICLE XI. AMENDMENTS OF ARTICLES

THE CORPORATION RESERVES THE RIGHT TO AMEND, ALTER, CHANGE OR
REPEAL ANY PROVISION CONTAINED IN THESE ARTICLES OF INCORPORATION,
OR AMENDMENT HERETO, IN THE MANNER NOW OR HEREAFTER PRESCRIBED BY
STATUE, AND ALL RIGHTS CONFERRED UPON SHAREHOLDERS HEREIN ARE
GRANTED SUBJECT TO THIS RESERVATION.

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IN WITNESS WHEREOF, THE UNDERSIGNED, BEING THE INCORPORATOR
HEREINBEFORE NAMED, FOR THE PURPOSE OF FORMING A CORPORATION
PURSUANT TO THE FLORIDA GENERAL CORPORATION ACT, HAS EXECUTED
THESE ARTICLES OF INCORPORATION THIS 20TH DAY OF December,
1996.


JULIO DUARTE

STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN
THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED
JULIO DUARTE.

KNOWN TO ME AND KNOWN TO THE PERSON WHO EXECUTED THE FOREGOING
ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDGED BEFORE ME THAT
HE EXECUTED THESE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREBY AFFIXED MY HAND AND SEAL,
THE STATE AND COUNTY AFORESAID, THIS 20th DAY OF Dec, 1996.



DIANE J. REITZ
MY COMMISSION # CC350905 EXPIRES
February 28, 1998
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Public

My Commission Expires: 2-28-98

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

DUARTE METAL STUDS INC.
(name of corporation)

FILED
96 DEC 23 PM 3:28
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

EFFECTIVE DATE

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 2715 24TH STREET WEST
BRADENTON, FL 34205

has named JULIO DUARTE
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

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


Julio Duarte *(registered agent)*