



THE UNITED STATES  
CORPORATION  
COMPANY

P96000103543

ACCOUNT NO. : 072100000032

REFERENCE : 201456 4312129

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 26, 1996

ORDER TIME : 9:37 AM

ORDER NO. : 201456-005

CUSTOMER NO: 4312129

CUSTOMER: Ellen Clark, Legal Assist  
DICKENSON MURDOCH REX &  
SLOAN, CHARTERED  
Suite 410  
980 North Federal Highway  
Boca Raton, FL 33432

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12/26/96--01012--002  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: INDUSTRIAL METALS OF THE  
SOUTH, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
96 DEC 26 PM 3:42  
FBI - MIAMI

R96-5372  
Dmc  
12-26-96

**ARTICLES OF INCORPORATION  
OF  
INDUSTRIAL METALS OF THE SOUTH, INC.**

**FILED**  
96 DEC 26 PM 3:42  
TALLAHASSEE  
FLORIDA

**ARTICLE I.**

**NAME**

The name of the Corporation is: INDUSTRIAL METALS OF THE SOUTH, INC.

**ARTICLE II.**

**DURATION**

This Corporation shall have perpetual existence.

**ARTICLE III.**

**PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV.**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this Corporation is 980 N. Federal Highway, Suite 410, Boca Raton, Florida 33432.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 980 North Federal Highway, Suite 410, Boca Raton, Florida 33432, and the name of the initial registered agent of this Corporation at that address is David B. Dickenson.

ARTICLE VI.

BOARD OF DIRECTORS

This Corporation shall have one (1) director initially.

The number of directors may be increased or decreased from time to time by the By-Laws. The name and address of the initial director is:

John J. Gelpi, Jr.  
401 N. Roman Street  
New Orleans, LA 70179

ARTICLE VII.

CAPITAL STOCK

This Corporation is authorized to issue Five Thousand (5,000) shares of ONE DOLLAR (\$1.00) par value stock.

A majority of the outstanding shares shall constitute a quorum at shareholders' meetings unless the By-Laws shall make provision for some lesser percentage of shares (but not less than 33-1/3%).

**ARTICLE VIII.**

**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

David B. Dickenson  
980 North Federal Highway, Suite 410  
Boca Raton, Florida 33432

**ARTICLE IX.**

**POWERS**

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporations Act.

**ARTICLE X.**

**MEETINGS BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone as provided by law.

**ARTICLE XI.**

**ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING**

The directors of this Corporation may take action by written consent, as provided by law.

**ARTICLE XII.**

**INDEMNIFICATION**


The Corporation shall indemnify any officer, director, employee or agent or any former officer, director, employee or agent to the full extent permitted by law.

ARTICLE XIII.

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendments hereto, 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 24th day of December, 1996.

  
\_\_\_\_\_  
DAVID B. DICKENSON

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 24th day of December 1996, by David B. Dickenson. He X is personally known to me, or \_\_\_\_\_ produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

[SEAL]

ELLEN M. CLARK  
\_\_\_\_\_  
Printed Name of Notary/Serial Number  
My Commission Expires:



**ACCEPTANCE OF REGISTERED AGENT**

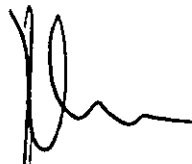
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The undersigned being named as Registered Agent to accept service of process of INDUSTRIAL METALS OF THE SOUTH, INC., at the place designated in these Articles, hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of those duties.

Date:

12/24/96



David B. Dickenson