



DACEY & ASSOCIATES, P.A.
CERTIFIED PUBLIC ACCOUNTANTS

Amo 3255

Office of the Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

000002037270--2
-12/24/96--01116--021
*****70.00 *****70.00

Dear Sir:

RE: Metz International, Inc.
Start date: January 1, 1997

Enclosed please find the original and one copy of the Articles of Incorporation, which includes the designation of registered agent, together with a check in the amount of \$70.00 for filing same.

A certified copy is NOT requested.

Thank you for your usual prompt attention to these matters.

Please return the letter of acknowledgement to:

1113
Judith E. Dacey, CPA
11018-112 Old St. Augustine Road
Jacksonville, FL 32257

EFFECTIVE DATE
1-1-97

FILED
97 JAN 13 PM 1:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

N/A
1/13/97

Sincerely,

J. Dacey
Judith E. Dacey, CPA

Enclosures

JD:js



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 30, 1996

JUDITH E. DACEY, CPA
11018-112 OLD ST AUGUSTINE ROAD
JACKSONVILLE, FL 32257

SUBJECT: METZ INTERNATIONAL, INC.
Ref. Number: W96000027242

We have received your document for METZ INTERNATIONAL, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

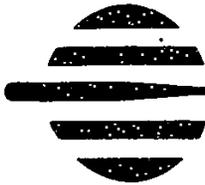
Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 696A00057735

(See Attached)



DACEY & ASSOCIATES, PA.
CERTIFIED PUBLIC ACCOUNTANTS

January 8, 1997

Office of the Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir:

RE: Metz International Enterprises, Inc.
Start date: January 1, 1997

SECOND FILING

Our first filing was rejected because the name sounded like an existing Florida corporation. This is a refiling with a changed name. We have enclosed an original and one copy of the new Articles of Incorporation, which includes the designation of registered agent. A check in the amount of \$70.00 for filing same was submitted with our original filing on December 19, 1996.

A certified copy is NOT requested.

Thank you for your usual prompt attention to these matters.

Please return the letter of acknowledgement to:

Judith E. Dacey, CPA
11018-112 Old St. Augustine Road
Jacksonville, FL 32257

Sincerely,

Judith E. Dacey, CPA

Enclosures
JD:js

ARTICLES OF INCORPORATION
OF
METZ INTERNATIONAL ENTERPRISES, INC.

FILED
97 JAN 13 PM 1:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as the incorporator of a corporation under the Florida General Corporation Act, adopted the following Articles of Incorporation for such corporation:

ARTICLE I

EFFECTIVE DATE
1-1-97

NAME/PRINCIPAL OFFICE/MAILING ADDRESS:

The name of the corporation is:

METZ INTERNATIONAL ENTERPRISES, INC.

Start date: January 1, 1997

The principal office and mailing address is:

8640 Phillips Highway - #25

Jacksonville, FL 32256

ARTICLE II

REGISTERED OFFICE AND REGISTERED AGENT:

The street address of the initial registered office is:

8640 Phillips Highway - #25

ARTICLES OF INCORPORATION
OF
METZ INTERNATIONAL ENTERPRISES, INC.

ARTICLE III

DURATION:

The Corporation shall have perpetual existence.

ARTICLE IV

PURPOSE:

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be now or hereafter organized under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK:

The corporation is authorized to issue only one class of stock. The total

ARTICLES OF INCORPORATION
OF
METZ INTERNATIONAL ENTERPRISES, INC.

ARTICLE VI

BOARD OF DIRECTORS:

The initial board of directors shall consist of two members. Their names and mailing addresses, as well as, the position they hold is as follows:

Name: Gary A. Metz
Chairperson

Address: 8640 Phillips Highway - #25
Jacksonville, FL 32256

Name: Betty LeVan Metz
Member

Address: 8640 Phillips Highway - #25
Jacksonville, FL 32256

OFFICERS:

The initial officers of the corporation shall consist of two persons. Their names and mailing addresses, as well as, the positions they hold are as follows:

Name: Gary A. Metz
President/Treasurer

Address: 8640 Phillips Highway - #25
Jacksonville, FL 32256

ARTICLES OF INCORPORATION
OF
METZ INTERNATIONAL ENTERPRISES, INC.

ARTICLES VII

INCORPORATOR:

The name and address of the incorporator is:

Name: Gary A. Metz

Address: 8640 Phillips Highway - #25

Jacksonville, FL 32256

The undersigned being the sole incorporator above named signs and acknowledges these Articles of Incorporation at Jacksonville, Florida on the eighth day of January, 1997.


Incorporator (Signature)

ARTICLES OF INCORPORATION
OF
METZ INTERNATIONAL ENTERPRISES, INC.

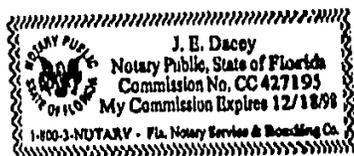
STATE OF FLORIDA

COUNTY OF DUVAL

Before me, the undersigned authority, personally appeared
Gary A. Metz.

Who is to me well known to be the person described in and who
subscribed the above Articles of Incorporation, and he did freely and
voluntarily acknowledge before me according to law that he made and
subscribed the same for the uses and purposes therein mentioned and set
forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official
seal, at Jacksonville in said County and State this eighth day of January,
1997.





Notary Public

STATE OF FLORIDA

Personally Known

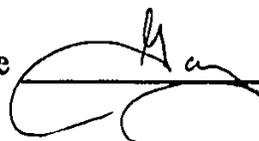
ARTICLES OF INCORPORATION
OF
METZ INTERNATIONAL ENTERPRISES, INC.

ACCEPTANCE OF REGISTERED AGENT APPOINTMENT
BY INCORPORATOR AS SET FORTH IN ARTICLE II

First - That Metz International Enterprises, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the city of Jacksonville, state of Florida, has named Gary A. Metz, located at 8640 Phillips Highway - #25, in the city of Jacksonville, state of Florida, 32256, as its agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

Signature



(Registered Agent)

(Incorporator & Corporate Officer)

SECRETARY OF STATE
TALLAHASSEE FLORIDA

97 JAN 13 PM 1:26

FILED