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DANIEL J. SERRER

Voter's Dir. 1-381-7979 Ext. 316

P97000004465

January 8, 1997

Via FedEx No. 3006001504

Secretary of State
499 East Gaines Street
Florida Division of Corporations
Tallahassee, Florida 32314

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**Re: Metal & Surplus, Inc.
Our File No. 519-8**

Dear Sir or Madam:

Enclosed are two (2) original executed Articles of Incorporation for the above-captioned corporation. Also enclosed is our check in the amount of \$131.25 for the following fees:

Filing Fees	\$35.00
Certified Copies	\$52.50
Registered Agent Designation	\$35.00
Certificate of Good Standing	<u>\$ 8.75</u>
TOTAL	\$131.25

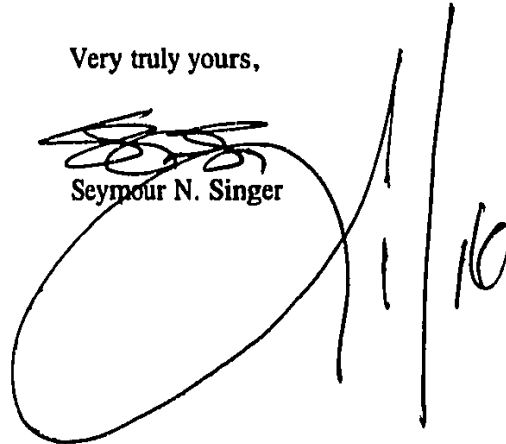
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Please return a certified copy of the Articles of Incorporation to the undersigned as soon as they are filed. Please utilize the return Federal Express envelope and airbill provided with this package, for expedited return of the documents.

Very truly yours,


Seymour N. Singer

tkc: 1/16/97
cc: David E. Friedman, Esq.
SNS\alvj\13506



ARTICLES OF INCORPORATION OF
METAL & SURPLUS, INC.

ARTICLE I.

CORPORATE NAME

The name of this corporation shall be: METAL & SURPLUS,
INC.

ARTICLE II.

NATURE OF CORPORATE BUSINESS

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

ARTICLE III.

CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of common stock having a par value of One Dollars (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be: Seymour N. Singer, Esq., Blaxberg, Grayson & Singer, P.A., 25 S.E. 2nd Avenue, Suite 730, Miami, Florida 33131.

ARTICLE V.

MAILING ADDRESS OF CORPORATION

The Corporation's mailing address shall be: 5100 Town Center Circle, Suite 425, Boca Raton, Florida 33486.

ARTICLE VI.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

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97 JAN -9 AM 9:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VII.

INITIAL DIRECTOR

The name and post office address of the first Director of the Corporation is:

<u>Name</u>	<u>Address</u>
David E. Friedman	5100 Town Center Circle, #425 Boca Raton, Florida 33486

The first Director shall hold office until the first annual meeting of the Stockholders of the Corporation.

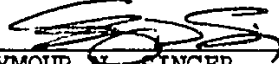
ARTICLE VIII.

INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is:

<u>Incorporator</u>	<u>Address</u>
Seymour N. Singer	Blaxberg, Grayson & Singer, P.A. 25 S.E. 2 nd Avenue, Suite 730 Miami, Florida 33131


THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.


SEYMOUR N. SINGER

STATE OF FLORIDA)
 : SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, appeared SEYMOUR N. SINGER, who is personally known to me or who has produced as identification, and acknowledged that he executed said Articles of Incorporation.

WITNESS my hand and seal in the State and County aforesaid, this 7th day of January, 1997.

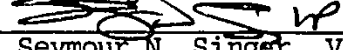

NOTARY PUBLIC, State of Florida
Print Name: Elizabeth Flores
My Commission Expires:



Elizabeth Flores
My Commission CC580458
Expires Aug. 27, 2000

THE UNDERSIGNED hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

BLAXBERG, GRAYSON & SINGER, P.A.,
Registered Agent

By: 
Seymour N. Singer, V.P.

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TALLAHASSEE FLORIDA