

797000019062

GERALD M. TAYLOR
ATTORNEY AT LAW

January 2, 1997

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

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-01/07/97--01130--001
****122.50 ****122.50

The Metals Company

Dear Division;

Enclosed please find Articles of Incorporation and Designation of and Acceptance by Registered Agent for the referenced corporation. In addition, enclosed please find my Trust Account check in the amount of \$122.50, to cover filing fees and issuance of a certified copy of the articles.

Please record these documents and forward the charter and the certified copies to me. Thank you for your assistance in this matter.

Sincerely;



Gerald M. Taylor

encl.

W97-674

FILED
97 MAR -3 PM 1:52
STATE
TALLAHASSEE, FLORIDA

AL MAR - 3 1997

GERALD M. TAYLOR
ATTORNEY AT LAW
6216 SUNFLOWER DR.
TAMPA, FL 33647-3616



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 10, 1997

GERALD M. TAYLOR, ESQ.
9216 SUNFLOWER DR.
TAMPA, FL 33647-2818

SUBJECT: THE METALS COMPANY
Ref. Number: W97000000674

We have received your document for THE METALS COMPANY and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 197A00001427



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 24, 1997

GERALD M. TAYLOR, ESQ.
9216 SUNFLOWER DR.
TAMPA, FL 33647-2818

SUBJECT: THE METALS COMPANY
Ref. Number: W97000000674

We have received your document for THE METALS COMPANY. However, the document has not been filed and is being returned for the following:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 497A00003693

**Articles of Incorporation
of
The Metals Company**

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DEPT. OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is The Metals Company.

ARTICLE II

This corporation shall have perpetual existence, commencing on the date the corporate charter is issued by the Secretary of State of the State of Florida.

ARTICLE III

The nature of the business or businesses to be transacted by this corporation is:

- a. To engage in the business of purchasing, processing selling, importing, or exporting any and all metals; ferrous or non-ferrous; and new, salvaged, or scrap.
- b. To buy, sell, exchange, lease, lend, import, export, manufacture, repair, service, improve, manage, deal and trade in any and all kinds of property, real, personal or mixed, of whatever nature and wheresoever situate, as principal, agent, correspondent, or broker for the corporation's account, or for the account of others.
- c. To negotiate, invest in, acquire, buy, sell, transfer, service, deal in any and all types of investments and securities as principal, agent, factor, correspondent, representative, or broker.
- d. To engage in any and all lawful businesses, trades, occupations, and professions.
- e. To generally engage in, do and perform any enterprise, act or vocation that a natural person might or could do or perform.
- f. To engage in any commercial, industrial, and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Florida.

ARTICLE IV

This corporation is authorized to issue 100 shares of \$1.00 par value in stock which shall be designated "Common Stock".

ARTICLE V

The street address of the initial registered office of this corporation is 9702 - 113th Ave. E., Temple Terrace, FL, 33617-2500, and the name of the initial registered agent of this corporation at that address is Glenn Marshall Taylor.

and its principal office

ARTICLE VI

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under, the direction of the Shareholders of the corporation as provided for in a written agreement that is signed by all persons who are Shareholders of this corporation at the time of the agreement. Such written agreement has been made known to the corporation, and the existence of the agreement is acknowledged by the signature of the incorporator at the foot of these Articles.

ARTICLE VII

The shareholders are authorized to adopt bylaws, including provisions governing the issuance of stock certificates, and provisions prohibiting the transfer of the stock of the corporation and of the preemptive rights to such stock, provided such bylaws are not contrary to the laws of the State of Florida.

ARTICLE VIII

Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the shareholders at a shareholders meeting by a majority vote of the shares of stock entitled to vote thereon, unless all the shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 2 day of ~~December, 1996~~ JANUARY, 1997



Glenn Marshall Taylor, Subscriber

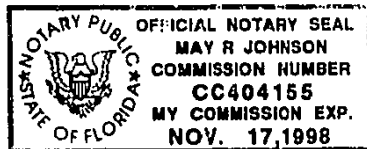
6702 115th AVE. E.

Temple Terrace, FL 33617

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY THAT on this day, before me, personally appeared Glenn Marshall Taylor, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same, and produced a Florida Driver's License as identification.

WITNESS my hand and official seal in the County and State named above, this 21
day of ~~December~~, 1997
JANUARY



May R. Johnson
Notary Public, State of Florida

Name: MAY R. JOHNSON
Address: 19651 Bruce B. Downs Blvd
A1-6
Tampa FL 33647

FILED

97 MAR -3 PM 1:52

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT OF
THE METALS COMPANY

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

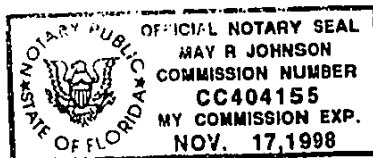
The undersigned hereby accepts appointment as registered agent of The Metals Company.
The undersigned further states that he is familiar with, and accepts, the obligations of that position.

In witness whereof, the undersigned has set his hand this 2nd day of JAN,
1996. 1997

Glenn Marshall Taylor
9702 E. 113th Ave.
Temple Terrace, FL, 33617-2500
813-985-5821

I HEREBY CERTIFY THAT on this day, before me, personally appeared Glenn Marshall Taylor, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same, and produced a Florida Driver's License as identification.

WITNESS my hand and official seal this 2 day of JANUARY, 1997



May R. Johnson
Notary Public, State of Florida

Name: MAY R. JOHNSON

Address: 19651 Bruce B. Downs Blvd

A-1-6 Tampa FL 33647