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**Crouch & Hallett**  
A REGISTERED LIMITED LIABILITY PARTNERSHIP  
ATTORNEYS AND COUNSELORS

717 N. HARWOOD  
SUITE 1400  
DALLAS, TEXAS 75201  
E-MAIL ADDRESS: chllp@onramp.net

WRITER'S DIRECT DIAL NUMBER  
**(214) 922-4119**

214-953-0053

TELECOPY: 214-953-3154

**May 27, 1997**

**VIA FEDERAL EXPRESS**

Florida Secretary of State  
Corporations Division  
State Capitol, Plaza Level  
Room 2  
Tallahassee, Florida 32399-0250

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-05/28/97--01065--017  
\*\*\*\*122.50 \*\*\*\*122.50

**Re: Articles of Incorporation**

**Dear Sir or Madam:**

Enclosed please find one original and one copy of the Articles of Incorporation for Ameri-Can Structural Resources, Inc., along with our check in the amount of \$122.50 to cover the applicable filing fees. After filing these Articles, please return a file-stamped copy of the Articles to the undersigned.

If you have any questions, please feel free to call me at the direct dial number listed above. Thank you in advance for your assistance.

Sincerely,

*Nadine E. Ward*

Nadine E. Ward  
Legal Assistant

Enclosures

FILED  
97 JUN -4 AM 8:34  
TALLAHASSEE, FLORIDA  
STATE

6/5

MAY 30

BSB

W97-12670



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

May 30, 1997

**CROUCH & HALLETT**  
717 N. HARWOOD  
SUITE 1400  
DALLAS, TX 75201

**SUBJECT: AMERI-CAN STRUCTURAL RESOURCES, INC.**  
Ref. Number: W97000012670

We have received your document for AMERI-CAN STRUCTURAL RESOURCES, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6925.

**Brenda Baker**  
Corporate Specialist

Letter Number: 497A00029346

## Crouch & Hallett

A REGISTERED LIMITED LIABILITY PARTNERSHIP  
ATTORNEYS AND COUNSELORS

717 N. HARWOOD  
SUITE 1400  
DALLAS, TEXAS 75201  
E-MAIL ADDRESS: chlp@conamp.net

WRITER'S DIRECT DIAL NUMBER  
**(214) 922-4119**

214-953-0051

TELECOPY: 214-953-3154

**June 3, 1997**

### **VIA FEDERAL EXPRESS**

Florida Secretary of State  
Corporations Division  
State Capitol, Plaza Level  
Room 2  
Tallahassee, Florida 32399-0250

Dear Sir or Madam:

Pursuant to your request (as indicated on the enclosed letter), I am returning the Articles of Incorporation for Ameri-Can Structural Resources, Inc., along with the consent and designation of registered agent. Please file as soon as possible and return to me evidence of such filing.

Thank you for your assistance.

Sincerely,



**Nadine E. Ward**  
Legal Assistant

Enclosures

**ARTICLES OF INCORPORATION  
OF  
AMERI-CAN STRUCTURAL RESOURCES, INC.**

**FILED**  
97 JUN -4 AM 8:34  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**Article I**

The name of this corporation shall be: Ameri-Can Structural Resources, Inc.

**Article II**

The principal place of business and mailing address of this corporation shall be: 525 N. Ocean Boulevard, Suite 1215, Pompano Beach, Florida 33062.

**Article III**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 Shares of Common Stock of par value of \$0.01 per share.

The shareholders shall have preemptive rights.

Cumulative voting shall not be permitted.

**Article IV**

The name and street address of the incorporator to these Articles of Incorporation is:

Nadine E. Ward  
Crouch & Hallett, LLP  
717 N. Harwood, Suite 1400  
Dallas, Texas 75201

#### Article V

The name and post office address of the initial member of the first Board of Directors is:

Name

Address

Gary A. Collins

525 N. Ocean Boulevard, Suite 1215  
Pompano Beach, Florida 33062

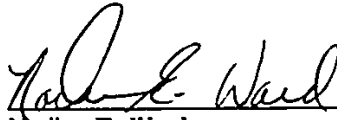
#### Article VI

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of stockholders, or otherwise, and the corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article VII

The registered officer shall be 525 N. Ocean Boulevard, Suite 1215, Pompano Beach, Florida 33062, and the registered agent at that same address is: Gary A. Collins.

The undersigned incorporator has executed the Articles of Incorporation this 8th day of May, 1997.

A handwritten signature in cursive script, appearing to read "Nadine E. Ward", is written over a horizontal line.

Nadine E. Ward

110101.1

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

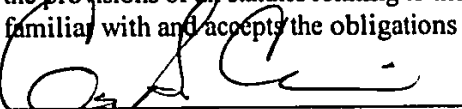
FILED

97 JUN -4 AM 8:34

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE  
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF  
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED  
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Ameri-Can Structural Resources, Inc.
2. The name and address of the registered agent and office is: Gary A. Collins  
525 N. Ocean Boulevard  
#1215  
Pompano Beach, FL 33062

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, Gary A. Collins hereby accepts the appointment as registered agent and agrees to act in this capacity. Gary A. Collins further agrees to comply with the provisions of all statutes relating to the proper and complete performance of agent duties and is familiar with and accepts the obligations of the position as registered agent.

  
\_\_\_\_\_  
Gary A. Collins

Dated: May 27, 1997