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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Belmet South Corporation
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
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(Corporation Name) (Document #)

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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

AUG 25 ◀ BSB

ARTICLES OF INCORPORATION
OF
BELMET SOUTH CORPORATION

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SEC. OF STATE
TALLAHASSEE, FLORIDA

BY THESE ARTICLES OF INCORPORATION the Incorporator forms a Corporation for profit under Florida law:

ARTICLE I.

The name of the Corporation is BELMET SOUTH CORPORATION.

ARTICLE II.

This Corporation shall exist perpetually.

ARTICLE III.

The purpose of this Corporation is to transact any or all lawful businesses for which a Corporation may be incorporated under Chapter 607 Florida Statutes.

ARTICLE IV.

This Corporation is authorized to issue One Hundred (100) shares of common stock of a par value of One Dollar (\$1.00) per share.

ARTICLE V.

The initial registered agent for this Corporation is MICHAEL RADY and the initial registered office is located at 4700 N.W. 26th Avenue, Boca Raton, Florida 33434.

ARTICLE VI.

This Corporation shall have two Directors initially. The number shall be fixed by the By-Laws and may be changed from time to time.

ARTICLE VII.

The name and address of each member of the First Board of Director is:

MICHAEL BADY
4700 N.W. 26th Avenue
Boca Raton, Florida 33434

DAVID BADY
16902 Rose Apple Drive
Delray Beach, Florida 33445

They shall hold office until the First Annual Meeting of Stockholders.

ARTICLE VIII.

The name and address of the Incorporator is **MICHAEL BADY** 4700 N.W. 26th Avenue, Boca Raton, Florida 33434 and the principal address of the Corporation is 4700 N.W. 26th Avenue, Boca Raton, Florida 33434.

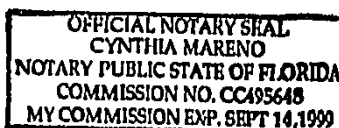
DATED this 15 day of August, 1997.


MICHAEL BADY

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 15th day of August, 1997 by MICHAEL BADY who has produced _____ as identification or who is personally known to me and who did take an oath.


Notary Public



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as Resident Agent for this Corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.


MICHAEL BADY