

International Mining & Processing Co.

P.O. Box 1630

Cape Canaveral, FL 32920

(407) 783-1320

October 9, 1997

P97000088360

Secretary of State
Corporation Division
The Capital
Tallahassee, FL 32304

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-10/13/97--01040--011
****122.50 ****122.50

Re: Articles of Incorporation

To Whom It May Concern:

I am enclosing herewith an original and a copy of the Articles of Incorporation for International Mining & Processing Co. In addition, my check in the amount of \$122.50 is enclosed to cover the following fees:


Filing Fee	\$	35.00
Certified Copy		52.50
Registered Agent Fee		<u>35.00</u>
	\$	122.50

Please file the original Articles of Incorporation and return a certified copy to the undersigned in the enclosed envelope.

I thank you in advance for your prompt assistance.

Sincerely,

International Mining & Processing Co.


President and
Registered Agent

:rmb

Enclosures

FILED
97 OCT 13 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Nedrau OCT 14 1997

**ARTICLES OF INCORPORATION
FOR A STOCK CORPORATION**

INTERNATIONAL MINING & PROCESSING CO.

The undersigned hereby subscribes to these Articles of Incorporation and executes same for the purpose of becoming a Stock Corporation for profit under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of the corporation is **INTERNATIONAL MINING & PROCESSING CO.**, with its principal office at 8680 N. Atlantic Avenue, P.O. Box 1630, Cape Canaveral, Florida 32920.

**ARTICLE II
CORPORATE NATURE**

This is a corporation for profit and may engage in any activity which is lawful under the laws of the State of Florida, including, but not limited to mining and construction.

**ARTICLE III
DURATION**

The term of existence of this corporation is perpetual.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue 500 shares of \$1.00 per share par value common stock which shall be designated "common shares".

**ARTICLE V
CORPORATE OFFICERS**

The Board of Directors shall elect the following officers: President, Vice-President, Secretary and Treasurer, and such other officers as the Bylaws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

President

Richard H. Stottler, Jr.
8680 N. Atlantic Avenue
Cape Canaveral, FL 32920

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TALLAHASSEE, FLORIDA

Vice President

Ralph Abel
P.O. Box 321
Lecanto, FL 34460-0321

Secretary/Treasurer

John Hallstrom
1645 Sheffield Drive
Clearwater, FL 34624

**ARTICLE VI
REGISTERED AGENT AND OFFICE**

The address of the corporations registered agent and office shall be 8680 N. Atlantic Avenue, Cape Canaveral, FL 32920 and the name of its registered agent at said address shall be Richard H. Stottler, Jr.

**ARTICLE VII
SOLE INCORPORATOR**

The name and street address of the sole incorporator of the corporation is: Richard H. Stottler, Jr.

**ARTICLE VIII
INDEMNIFICATION**

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

**ARTICLE IX
BY-LAWS**

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the shareholders.

**ARTICLE X
AMENDMENT TO ARTICLES**

Amendment to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote.

The undersigned, being the sole incorporator of this corporation, for the purpose of forming this corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 9th day of October, 1997.


Richard H. Stottler, Jr., President

ACCEPTANCE OF REGISTERED AGENT

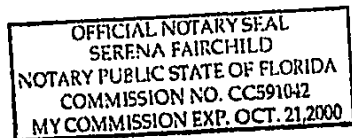
The undersigned hereby accepts appointment as registered agent for
INTERNATIONAL MINING & PROCESSING CO.


Richard H. Stottler, Jr.

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 9th day of October,
1997, by Richard H. Stottler, Jr. who is personally known to me or who has produced
as identification and who did/did not take an oath.


Notary Public



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 9th day of October, 1997, by Richard H. Stottler, Jr., who is personally known to me or who has produced _____ as identification and who did/did not take an oath.


Notary Public

OFFICIAL NOTARY SEAL
SERENA FAIRCHILD
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC591042
MY COMMISSION EXP. OCT. 21, 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA