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JENSEN & HOULD

ATTORNEYS AT LAW

708 NORTH THIRD STREET
POST OFFICE BOX 50457
JACKSONVILLE BEACH, FLORIDA 32240-0457

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Alan C. Jensen
Stephen A. Hould

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Telephone (904) 246-2500
Fax (904) 246-9960

September 23, 1997

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Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

RE: CONARD MANUFACTURING, INC ORPORALED
Recycling Technology, Incorporated

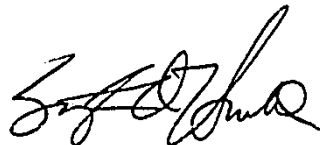
Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is my check in the amount of \$122.50 to cover your cost. Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your assistance.

Very truly yours,

JENSEN & HOULD



Stephen A. Hould

SAH/lb

Ref: Moore

P. Hall

OCT 17 1997

W97-22202
PH 9/29/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 29, 1997

STEPHEN A. HOULD, ESQ.
708 N 3RD ST
JACKSONVILLE, FL 32240-0457

SUBJECT: RECYCLING TECHNOLOGY, INCORPORATED
Ref. Number: W97000022202

We have received your document for RECYCLING TECHNOLOGY, INCORPORATED 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 297A00047881

STEPHEN A. HOULD

Attorney at Law

444 Third Street
Neptune Beach, Florida 32266

Telephone: 904-247-1305

Facsimile: 904-247-0295

October 15, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Attention: Ms. Pamela Hall, Document Specialist

RE: Recycling Technology, Incorporated
Ref. Number: W97000022202
Your Letter Number: 297A00047881

Dear Ms. Hall:

In response to your letter of September 29, 1997, regarding the unavailability of the name Recycling Technology, Incorporated, as directed I enclose the original and one set of the Articles reflecting the choice of a new name: Grand Manufacturing, Incorporated.

Thank you for your assistance. Please note my new address and telephone number.

Very truly yours,



Stephen A. Hould

SAH/lb

Ref: Moore

ARTICLES OF INCORPORATION

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OF

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GRAND MANUFACTURING, INCORPORATED

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I. CORPORATE NAME

The name of this corporation is: Grand Manufacturing, Incorporated.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this corporation, which is also the mailing address of the corporation, is 14449 Pond Place Drive, Jacksonville, FL 32223.

ARTICLE III. DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE IV. PURPOSES

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VI. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 444 Third Street, Neptune Beach, FL 32266, and the name of the initial registered agent at such address is Stephen A. Hould, Esquire.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time in the manner provided in the bylaws but shall never be less than one. The names and addresses of the initial directors of the corporation are as follows: Joyce H. Moore, 14449 Pond Place Drive, Jacksonville, FL 32223 and James E. Moore, 14449 Pond Place Drive, Jacksonville, FL 32223.

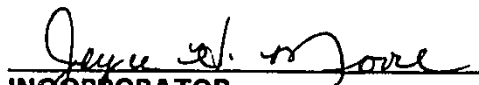
ARTICLE VIII. INCORPORATOR

The name and address of the corporation's Incorporator is Joyce H. Moore, 14449 Pond Place Drive, Jacksonville, FL 32223.

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

IN WITNESS WHEREOF, I have subscribed my name this 2nd day of September, 1997.


INCORPORATOR

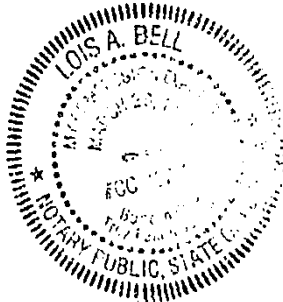
STATE OF FLORIDA
COUNTY OF DUVAL

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SECRETARY OF STATE

BEFORE ME, a notary public, personally appeared Joyce H. Moore, known to be the person described as incorporator, or who has produced Florida driver's license as identification and who did take an oath, and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation on the 22nd day of September, 1997.



Lois A. Bell

NOTARY PUBLIC, State of Florida
at Large

My commission expires:

CERTIFICATE

In compliance with Florida Statutes the following is submitted:

That Grand Manufacturing, Incorporated, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 14449 Pond Place Drive, Jacksonville, FL 32223, County of Duval, State of Florida, has named Stephen A. Hould, Esquire, 444 Third Street, Neptune Beach, FL 32266, as its agent to accept service of process within the state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open. The registered agent will be Stephen A. Hould, Esquire.

Stephen A. Hould
STEPHEN A. HOULD