



THE UNITED STATES
CORPORATION
COMPANY

p97000089584

ACCOUNT NO. : 072100000032

REFERENCE : 567233 80830A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 16, 1997

ORDER TIME : 10:32 AM

ORDER NO. : 567233-005

CUSTOMER NO: 80830A

CUSTOMER: Donald H. Wilson, Jr., Esq
LANE TROHN CLARKE BERTRAND
VREELAND & JACOBSEN, P.A.
190 East Davidson Street

Bartow, FL 33831

800002321938--1
-10/16/97--01059--017
****122.50 ****122.50

DOMESTIC FILING

NAME: ALL METALS RECYCLING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

FILED
97 OCT 16 PM 12:06
TALLAHASSEE, FLORIDA

RECEIVED
97 OCT 16 AM 11:56
DIVISION OF CORPORATION

W97-23648

02589

0524 - RO#

SN OCT 16 1997

8



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 16, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: ALL METALS RECYCLING, INC.
Ref. Number: W97000023648

RESUBMIT

Please give original
submission date as file date.

We have received your document for ALL METALS RECYCLING, INC. 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 the corporation's principal office and/or a mailing address in the document.

THE REGISTERED OFFICE LISTED IN YOUR DOCUMENT MUST BE CONSISTENT.,

Please return the original and one copy of 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 (850) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 897A00050638

RECEIVED
97 OCT 17 AM 9:58
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
ALL METALS RECYCLING, INC.**

FILED
97 OCT 16 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby declares his intention to form and become a body corporate under the laws of the State of Florida, and under the following Certificate of Incorporation, which they do hereby make, subscribe to and acknowledge to be filed in the office of the Secretary of State of the State of Florida.

ARTICLE I

The name of this corporation shall be: All Metals Recycling, Inc.

ARTICLE II

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida, and the objects and purposes herein set forth, it is expressly provided that this corporation shall have the power to transact any and all lawful business permitted by corporations under the laws of the State of Florida.

ARTICLE III

The capital stock of this corporation shall consist of Ten Thousand (10,000) shares of common stock with a nominal or par value of \$1.00 per share. Said common stock may be divided into voting and non-voting shares before issuance by action of the Board of Directors; provided, however, that in the event no such designation is specifically made by the Board of

Directors, said stock shall be deemed voting.

The whole or any part of the authorized capital stock may be paid for in cash, property or services, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall be Five Hundred Dollars (\$500.00).

ARTICLE V

The period of existence of this corporation shall be perpetual, or until dissolved according to law.

ARTICLE VI

The initial registered agent for this corporation shall be Donald H. Wilson, Jr., whose address is 190 East Davidson Street, Bartow, Florida 33830.

ARTICLE VII

The street address and mailing address of the initial principal office of this corporation shall be 4810 U.S. Highway 41 South, Tampa, Florida 33619.

ARTICLE VIII

The name and post office address of the original subscribers to these Articles of

Incorporation and the members of the first Board of Directors of this corporation, who, subject to the provisions of these Articles of Incorporation, the By-Laws and the laws of the State of Florida, shall hold office until the first annual meeting of the corporation, or until successors are elected and have been qualified is as follows:

Robert E. Maxwell
Post Office Box 329
Bartow, Florida 33830

ARTICLE VIII

The private property of the stockholders shall not be subject to payment of corporate debts to any extent.

ARTICLE IX

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized:

To make, alter, amend and rescind the By-Laws of this corporation, to fix the amount to be reserved as working capital; to authorize and cause to be executed mortgages and liens, without limit as to amount upon the property and franchises of this corporation.

With the consent in writing and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the directors shall have authority to dispose of, in any manner, the whole property of this corporation.

The stockholders and directors shall have the power to hold their meeting and keep the books, documents, and papers of the corporation outside the State of Florida, at such places as

may be from time to time designated by the By-Laws or by resolution of the stockholders or directors, except as otherwise required by the laws of Florida.

If the By-Laws so provide, to designate one or more of their number to constitute an executive committee, which shall for the time being, as provided in said resolution or in the By-Laws of this corporation, have and exercise any or all of the powers of the Board of Directors in the management of the business and affairs of this corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

The directors of this corporation shall have the power to establish and maintain, in addition to the principal office in Florida, one or more offices at such places as they may from time to time designate.

This corporation may under its By-Laws confer powers additional to the foregoing upon the directors, in addition to the powers and authority expressly conferred on them by law.

It is the intention that the objects, purposes and powers specified in Article II hereof shall, except when otherwise specified in said Article, be in no ways limited or restricted by reference to or inference from the terms of any other clause or article in these Articles of Incorporation, but that the objects, purposes and powers specified in Article II hereof, and in each of the clauses or paragraphs specified in Article II hereof, and in each of the clauses or paragraphs of this charter, shall be regarded as independent objects, purposes and powers.

The undersigned being the original subscriber to the capital stock hereinbefore named,

for the purpose of forming a corporation in pursuance of the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true and respectively agree to take the number of shares of stock subscribed by us as hereinbefore set forth price per share. I have accordingly hereunto set my hand and seal this 15th day of October, 1997.

Signed, sealed and delivered
in the presence of:

James H. Wilson

Robert E. Maxwell
Robert E. Maxwell

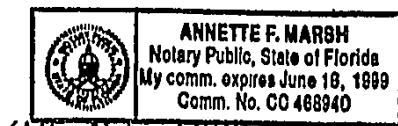
Annette F. Marsh

STATE OF FLORIDA

COUNTY OF POLK

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgements, personally appeared Robert E. Maxwell, who executed the foregoing Articles of Incorporation, who is personally known to me and who did not take an oath.

WITNESS my hand and official seal in the County and State named above on the 15th day of October, 1997.

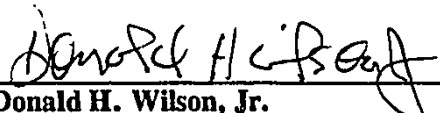


(Affix Notarial Seal)

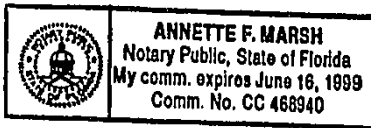
Annette F. Marsh
Notary Public - State of Florida at Large
My Commission Expires:

ACCEPTANCE


I, Donald H. Wilson, Jr., hereby accept designation as registered agent of All Metals Recycling, Inc..


Donald H. Wilson, Jr.

SWORN TO AND SUBSCRIBED before me on this 15th day of October, 1997.



(Affix Notarial Seal)


Notary Public - State of Florida at Large
My Commission Expires:

FILED
97 OCT 16 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA