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ACCOUNT NO. : 072100000032

REFERENCE : 579502 7114352

AUTHORIZATION :

*Patricia Project*

COST LIMIT : \$ 122.50

ORDER DATE : October 27, 1997

ORDER TIME : 3:25 PM

400002330964--0

ORDER NO. : 579502-005

CUSTOMER NO: 7114352

CUSTOMER: Ms. Jacqueline S. Smith  
ROETZEL & ANDRESS

1 Cleveland Ctr., Suite 1650  
1375 East 9th Street  
Cleveland, OH 44114

DOMESTIC FILING

NAME: ADVANCED METALS, 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: Warren Whittaker

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 OCT 27 AM 8:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

REC'D  
97 OCT 27 PM 4:09  
DIVISION OF CORPORATION

SN OCT 28 1997.

**ARTICLES OF INCORPORATION**

**OF**

**ADVANCED METALS, INC.**  
a Florida corporation

**FILED**  
97 OCT 27 AM 8:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

**ARTICLE I**

The name of the Corporation is Advanced Metals, Inc., a Florida corporation.

**ARTICLE II**

The duration of the Corporation is perpetual commencing upon the filing of these Articles of Incorporation with the Secretary of the State of Florida.

**ARTICLE III**

The general purposes for which the Corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

**ARTICLE IV**

The Corporation is authorized to issue Ten Thousand (10,000) shares in the aggregate, which shares shall be of a single class of common stock and shall have a par value of One Dollar (\$1.00) per share.

**ARTICLE V**

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida, 32301, and the name of its initial Registered Agent at such address is CSC, Networks. The principal office of the Corporation is located at 3092 Kennesaw Street, Ft. Myers, Florida, 33916, Lee County, Florida.

#### ARTICLE VI

The Corporation shall have at least one (1) Director.

#### ARTICLE VII

The name and address of the incorporator is:

Howard Groedel, Esquire  
Roetzel & Andress, L.P.A.  
1375 E. 9th Street, Ste. 1650  
One Cleveland Center  
Cleveland, Ohio 44114

#### ARTICLE VIII

These Articles of Incorporation may be amended by the assent of fifty-one percent (51%) of the shareholders of the Corporation.

#### ARTICLE IX

The powers of the Corporation shall be as follows:

1. To engage in any activity or business authorized under the Florida General Corporation Act or Florida Statutes.
2. In general, to carry on any and all incidental business, to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
4. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers or purposes herein set forth, either alone or in association with others, incidental or pertaining to, or going out of, or connected with its business or purposes or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

5. To indemnify any officer or director, or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.
6. To do all acts necessary or reasonable to effectuate the provisions of the Bylaws of this Corporation.

#### ARTICLE X

The Corporation may be dissolved with the assent of not less than two-thirds (2/3) of the shareholders.


IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Corporation, has executed these Articles of Incorporation this 21 day of OCTOBER 1997.

INCORPORATOR:

  
Howard Groedel, Esquire

STATE OF OHIO                    )  
  )SS:  
COUNTY OF CUYAHOGA        )

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of October, 1997 by Howard Groedel, Esquire, who is personally known to me.

  
NOTARY PUBLIC  
Name: Cathy S. Masters  
(Type or Print)  
My Commission Expires:

77668\_1.WP5

**CATHY S. MASTERS, NOTARY PUBLIC**  
Residence - Cuyahoga County Portage City.  
Since Wide Jurisdiction, Ohio  
My Commission Expires October 3, 1999

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

That Advanced Metals, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Ft. Myers, State of Florida, has named CSC, Networks, as its agent to accept service of process within Florida.

ADVANCED METALS, INC.  
a Florida corporation

By: Howard Groedel  
Howard Groedel, Sole Incorporator

Date: 10/21/97

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Karen B. Rozar  
Date: 10-27-97  
Karen B. Rozar, As Its Agent

FILED  
97 OCT 27 AM 8:45  
CLERK OF DISTRICT COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE SEVENTH JUDICIAL CIRCUIT  
TALLAHASSEE, FLORIDA