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December 16, 1997

TO: Secretary of State

RE: Filing of Articles of Incorporation

ENCLOSURE(S): Articles of Incorporation and check for \$70.00. _____

() **Call** upon receipt.

() **For Signature and Return**

() **For your File, Review and Comment**

() **You must Appear** in court and call for an **Appointment** prior to court date

() **For Execution** in the presence of a Notary Public () 2 Witnesses

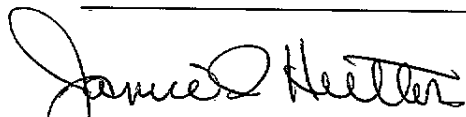
() **Remarks:** Please file and find enclosed a self-addressed, stamped envelope for returning to our offices. _____

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FILED

97 DEC 19 AM 11:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Janice I. Hutton

Dmc
12/19/97

ARTICLES OF INCORPORATION
OF
METALSMITHS, INC.

FILED
97 DEC 19 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the Corporation is:

METALSMITHS, INC.

SECOND: The period of duration of the Corporation is perpetual.

THIRD: The purposes for which the Corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state, and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

FOURTH: Authorized Shares:

Number. The aggregate number of shares that the Corporation shall have the authority to issue is Ten Thousand (10,000) shares of Capital Stock with a par value of \$1.00 per share.

Initial Issue. Two Thousand (2,000) shares of the Capital Stock of the Corporation shall be issued for cash at a par value of \$1.00 per share.

Stated Capital. The sum of the par value of all shares of Capital Stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation.

No classes of stock. The shares of the Corporation are not to be divided into classes.

No shares in series. The Corporation is not authorized to issue shares in series.

FIFTH: The initial street address in Florida of the initial registered office of the Corporation is 727 Orange Park, Lakeland, Florida 33801; and the name of the initial Registered Agent at such address is Norman Monroe. The Corporation's principal office and mailing address is 727 Orange Park, Lakeland, Florida 33801.

SIXTH: The initial Board of Directors shall consist of one (1) member, who need not be residents of the State of Florida or shareholders of the Corporation.

SEVENTH: The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

Norman Monroe
727 Orange Park
Lakeland, Florida 33801

David Mock
846 East Walnut Street
Lakeland, Florida 33801

EIGHTH: The name and address of the initial Incorporator is as follows:

Norman Monroe
727 Orange Park
Lakeland, Florida 33801

NINTH: An affirmative vote of a majority of the shares of the Corporation shall be required for any shareholder action.

TENTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with not less than a two-thirds vote of the common stock.

ELEVENTH: The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this Corporation as may be issued of money from time to time, in addition to that stock authorized by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized shares of common stock held by the holder all shares of common stock currently authorized.

TWELFTH: The shareholders of this Corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of Directors to be elected multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or a Vice President of said Corporation not less than twenty four (24) hours prior to the time set for the holding of a shareholders meeting for the election of Directors that said shareholder intends to cumulate his vote at said election.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these Articles of Incorporation at Lakeland, Florida, on the 10th day of December, 1997, and acknowledge that I am hereby familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


NORMAN MONROE
Incorporator

Acceptance of Registered Agent:


NORMAN MONROE

STATE OF FLORIDA,

COUNTY OF POLK, to-wit:

The foregoing instrument was acknowledged before me this 10th day of December, 1997 by NORMAN MONROE, who produced FL DL M560-624-49-013-0 as identification and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Lakeland, in said County and State this 10th day of December, 1997.


NOTARY PUBLIC, STATE OF FLORIDA

(print, type or stamp name of notary public below)

