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JAMES A. YANCEY
BOARD CERTIFIED IN
MARITAL & FAMILY LAW

December 23, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-12/26/97--01019--011
****122.50 ****122.50

ATTENTION: NEW FILINGS

Re: M.A. Industrial Services, Inc.

Dear Secretary:

Enclosed please find the following documents for processing:

1. Articles of Incorporation for M.A. Industrial Services, Inc., and a copy of the articles.

Please file the enclosed Articles of Incorporation prior to January 1, 1998, and return to me at the above address, in the self addressed stamped envelope I have provided.

I have also enclosed a check made payable to you in the amount of \$122.50 to cover the costs of filing in this matter.

Thank you for your cooperation in this matter.

Very truly yours,


JAMES A. YANCEY, ESQUIRE

JAY/mif
Enclosures

FILED
97 DEC 26 AM 6:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FILED
97 DEC 26 AM 6:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
M.A. INDUSTRIAL SERVICES, INC.

The undersigned incorporator, being of full age, does hereby make and file these Articles of Incorporation under the provisions of the Florida General Corporation Act for the purpose of becoming a corporation and does hereby accept all the rights, privileges and obligations conferred and imposed by the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is M.A. INDUSTRIAL SERVICES, INC. with its principal address at 4101 Holden Road, Lakeland, Florida 33807.

ARTICLE II - DURATION

This corporation shall have perpetual existence unless voluntarily dissolved according to law.

ARTICLE III - PURPOSE

The purpose of this corporation is to transact lawful business in the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4101 Holden Road, Lakeland, Florida 33807, and the name of the initial registered agent of this corporation is **MICHAEL H. AYERS**, 4101 Holden Road, Lakeland, Florida, 33807.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1) nor more than five (5). The name and address of the initial directors of this corporation is:

NAME

ADDRESS

MICHAEL H. AYERS

4101 Holden Road, Lakeland, Florida 33807

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is:

NAME

ADDRESS


MICHAEL H. AYERS

4101 Holden Road, Lakeland, Florida, 33807

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

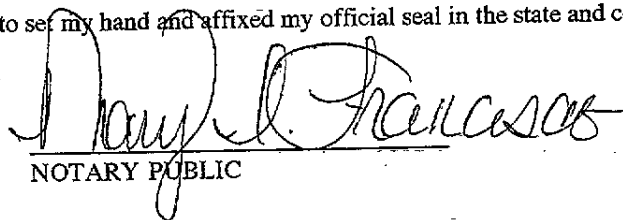
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 11th day of December, 1997.


MICHAEL H. AYERS

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, personally appeared MICHAEL H. AYERS, who has produced proper identification, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation freely and voluntarily.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 11th day of December, 1997.


NOTARY PUBLIC



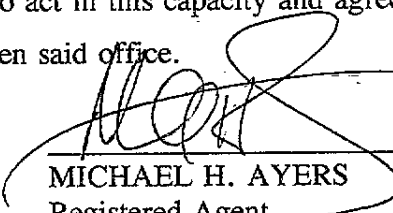
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That M.A. INDUSTRIAL SERVICES, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Lakeland, County of Polk, State of Florida, has named MICHAEL H. AYERS, of 4101 Holden Road, Lakeland, Florida 33807, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of this Act relative to keeping open said office.


MICHAEL H. AYERS
Registered Agent

FILED
97 DEC 26 AM 6:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA