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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O.Box 6327
Tallahassee, FL 32314

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-01/15/98--01015--003
*****78.75--*****78.75

Steel Systems, Inc.

SUBJECT: _____
Proposed Corporate Name

Enclosed is an original and one copy of the Articles of Incorporation, a designation of registered agent, and a check of \$ 78.75 for filing fee and certificate.

FROM:

Martti Kalkas

Name

15419 SW 54th Street

Address

Miami, FL 33185

City, State, Zip

(305) 577-9716

Area Code and Phone Number (Daytime)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 15 PM 1:58

1-16-98
AS

ARTICLES OF INCORPORATION OF

Steel Systems Inc.

(Name of Corporation)

ARTICLE I - NAME

The name of this corporation is:

Steel Systems Inc.

with the principal place of business located at:

6454 SW 102 Street
Miami, FL 33156

ARTICLE II - PURPOSE

This corporation shall have perpetual existence and it may engage in any and all lawful businesses under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue 2000 shares of common stock with no par value.

ARTICLE IV - INITIAL REGISTERED OFFICE

The street address of the Registered Office of this corporation is:

6454 SW 102 Street
Miami, FL 33156

The name of the initial Registered Agent of this corporation is:

Richard Byrne Spinnenweber

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ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are:

Richard Byrne Spinnenweber, President, Treasurer
Catherine Ann Spinnenweber, Vice President, Secretary

ARTICLE VI - INCORPORATORS

The name of and address of the person signing this article is:

Richard Byrne Spinnenweber
6454 SW 102 Street
Miami, Florida 33156

ARTICLE VII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

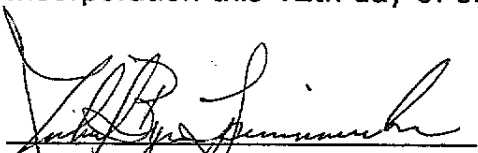
ARTICLE VIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the director of, shareholders of this corporation.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12th day of January, 1998.


Incorporator

CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That Steel Systems Inc. desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Miami-Dade State of Florida, has appointed

Richard Byrne Spinnenweber
6454 SW 102 Street
Miami, Florida 33156

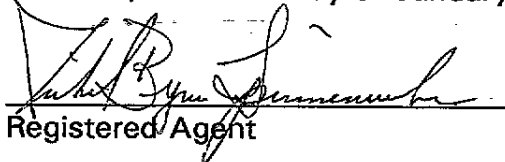
as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named by the first Board of Directors of

Steel Systems Inc.

to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for the said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 12th day of January, 1998.


Registered Agent

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