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MITCHELL D. ADLER
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DAVID WEISMAN X
OF COUNSEL
STANLEY D. GOTTSCHEN

March 16, 1998

* BOARD CERTIFIED TAX LAWYER
BOARD CERTIFIED ESTATE PLANNING
AND PROBATE LAWYER

* MEMBER OF D.C. BAR
X MEMBER OF N.Y. BAR
† MEMBER OF OHIO BAR

X BOARD CERTIFIED REAL ESTATE LAWYER

PLEASE REPLY TO:

Hollywood

FILE NO.:

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

500002777X-0001
03/18/98-01023-013
***122.50 ***122.50

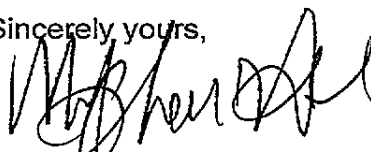
Re: American Aluminum Enterprises of America, Inc.

Dear Sir/Madame:

You will find enclosed an original and a copy of the Articles of Incorporation of American Aluminum Enterprises of America, Inc. You will also find enclosed our check in the amount of \$122.50 for filing these Articles. Please return a copy of the Articles of Incorporation once they have been accepted by your office, in the enclosed self-addressed, stamped envelope.

If there are any problems, please feel free to contact me. Thank you for your anticipated cooperation.

Sincerely yours,



MITCHELL D. ADLER

MDA/kc

Enclosures

Dmc
3/19/98

FILED
98 MAR 18 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
AMERICAN ALUMINUM ENTERPRISES OF AMERICA, INC.

FILED
98 MAR 18 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is: **AMERICAN ALUMINUM ENTERPRISES OF AMERICA, INC.**

ARTICLE II - NATURE OF BUSINESS

The Corporation shall engage in any and all activities or businesses permitted under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof and the characteristics of such stock shall be as follows:

<u>NUMBER OF SHARES</u>	<u>PAR VALUE</u>	<u>CLASS</u>
500	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the Corporation.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V - DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be decreased or increased from time to time by the By-Laws adopted by the shareholders, but shall never be less than one (1). The names and addresses of the initial directors that shall hold office until successors are elected and have qualified are:

<u>NAME</u>	<u>ADDRESS</u>
GEORGE A. HILL	8561 Northwest 52nd Street Lauderhill, FL 33351

ARTICLE VI - CORPORATE OFFICE

The initial corporate office of the corporation is as follows:

1315 Neptune Street
Boynton Beach, FL 33426

ARTICLE VII - REGISTERED OFFICE

The street address of the registered office of the corporation is 2021 Tyler Street, P.O. Box 229010, Hollywood, FL 33022, or in any other city in the State of Florida designated by the Board of Directors.

ARTICLE VIII - OFFICERS

The initial officers of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
GEORGE A. HILL	8561 Northwest 52nd Street Lauderhill, FL 33351	President/Secretary Treasurer/Director

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
MITCHELL D. ADLER	Abrams Anton P.A. 2021 Tyler Street P.O. Box 229010 Hollywood, FL 33022

ARTICLE X - INITIAL REGISTERED AGENT

The name and address of the registered agent is:

<u>NAME</u>	<u>ADDRESS</u>
MITCHELL D. ADLER, ESQ.	Abrams Anton P.A. 2021 Tyler Street P.O. Box 229010 Hollywood, FL 33022

ARTICLE XI - EFFECTIVE DATE

These Articles of Incorporation shall become effective upon approval by the Secretary of State, State of Florida.

ARTICLE XII - INDEMNIFICATION

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

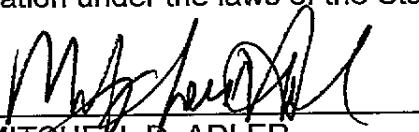
ARTICLE XIII - BY LAWS

The Corporation shall adopt a set of By-Laws to govern the Corporation. The By-Laws of the corporation may be adopted, altered, amended, or repealed either by the Board of Directors or the shareholders. Any By-Law adopted by the shareholders may provide that one or more of the provisions thereof shall not be altered, amended or repealed by the Board of Directors, in which case such provisions may be amended, altered or repealed only by the shareholders.

ARTICLE XIV - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholder's meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 16 day of March, 1998.


MITCHELL D. ADLER

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments in the County and State last aforesaid, this day personally appeared MITCHELL D. ADLER, known to me personally or who produced _____ as identification, and he acknowledged before me that he executed the same freely and voluntarily and for the uses and purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 16 day of March, 1998.


(SIGNATURE OF PERSON TAKING ACKNOWLEDGMENT)

(NAME OF OFFICER TAKING ACKNOWLEDGMENT)

(TITLE OR RANK)

(SEAL)



ACCEPTANCE OF REGISTERED AGENT

Designation as initial registered agent for the foregoing corporation is hereby acknowledged and accepted as of this 16 day of March, 1998.

By: 

MITCHELL D. ADLER

FILED
98 MAR 18 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA