

LEONARD ALTERMAN

ATTORNEY AT LAW

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March 25, 1998
Federal Express

EFFECTIVE DATE
3/25/98

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Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32301

Re: STAINLESS & ALLOY PIPING PRODUCTS, INC.

Gentlemen:

I am enclosing herewith an original and one copy of the Articles of Incorporation and Designation of Registered Agent of STAINLESS & ALLOY PIPING PRODUCTS, INC. Also enclosed is a check in the amount of \$122.50 as payment for the following amounts:

\$35.00 - Filing Fee
52.50 - Certified Copy
35.00 - Resident Agent Designation

I would appreciate your returning the certified copy to me at your earliest convenience.

Thank you for your attention to this matter.

Sincerely,



Leonard Alterman

LA/bjw

Enclosures

cc: Barbara Sigmon

FILED
98 MAR 26 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA- 3/30/98

ARTICLES OF INCORPORATION

OF

STAINLESS & ALLOY PIPING PRODUCTS, INC.

EFFECTIVE DATE
3/25/98

The undersigned for the purpose of organizing and incorporating a corporation pursuant to the laws of the State of Florida, hereby makes, subscribes, acknowledges, and files these Articles of Incorporation.

ARTICLE I

NAME OF THE CORPORATION

The name of this corporation shall be STAINLESS & ALLOY PRODUCTS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE II

PRINCIPAL OFFICE

The principal office of the corporation shall be at: 105 Paddock Place, Ponte Vedra Beach, Florida 32082.

ARTICLE III

DURATION OF CORPORATION

This corporation shall exist in perpetuity, unless sooner dissolved in accordance with law; and its existence shall commence on the date of signing of these Articles of Incorporation.

ARTICLE IV

GENERAL PURPOSE

The general purposes for which this corporation is organized shall include the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE V

CAPITAL STOCK

The corporation shall have the authority to issue but one class of stock. It shall have the authority to issue 7500 shares of common stock, each of which shall have a par value of \$1.00 and shall have voting rights. Each shareholder shall have preemptive right.

ARTICLE VI

INITIAL REGISTERED OFFICE

The street address of the corporation's initial registered office and the name of its initial registered agent for service of process within the state of Florida at such address are:

Registered Agent: Leonard M. Alterman

Address: 9116 Cypress Green Drive, Suite 207
Jacksonville, FL 32256

ARTICLE VII

DIRECTORS

The corporation shall have not less than one and not more than five directors. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by the law or by the by-laws but

shall never be less than one.

ARTICLE VIII

INITIAL DIRECTORS

The name and address of the initial directors of the corporation are as follows:

BARBARA SIGMON
105 Paddock Place
Ponte Vedra Beach, Florida 32082

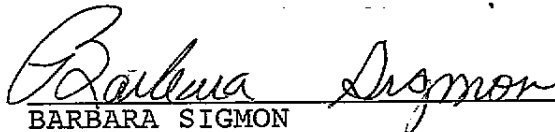
ARTICLE IX

INCORPORATORS

The names and addresses of the incorporators are as follows:

BARBARA SIGMON
105 Paddock Place
Ponte Vedra Beach, Florida 32082


IN WITNESS WHEREOF, the undersigned has hereunto set their hands and seals on this the 25th day of March, 1998.

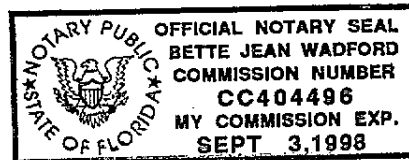

BARBARA SIGMON

STATE OF FLORIDA)
) SS:
COUNTY OF DUVAL)

On this day, before me, an officer duly authorized by law to take oaths and acknowledgments, personally appeared BARBARA SIGMON, who executed the foregoing Articles of Incorporation, that she executed the same for the purposes therein expressed, ✓ who is personally known to me (or) _____ who has produced Florida Driver's License No. _____ as identification, and who _____ did ✓ did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Jacksonville, Florida, on this the 25th day of March, 1998.


Notary Public
State of Florida at Large
My Commission expires:



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, I hereby am familiar with and accept the duties and responsibilities 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.


LEONARD M. ALTERMAN

Date March 25, 1998

FILED
98 MAR 26 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA