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DALE C. FERGUSON

ATTORNEY AT LAW

111 WEST MADISON STREET

LAKE CITY, FLORIDA 32055

MAILING ADDRESS:
POST OFFICE BOX 111
LAKE CITY, FLORIDA 32056-0111

April 27, 1998

TELEPHONE
(904) 752-1920

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

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*****122.50 *****122.50

Re: Ace Recycling &
Metals, Inc.

Dear Gentlemen:

Enclosed herewith you will please find the original and one copy of the Articles of Incorporation of Ace Recycling & Metals, Inc., along with our client's check made payable to your office in the sum of \$122.50. The undersigned has conferred with your office this date and has tentative computer approval for the corporate name.

The enclosed check made payable to your office in the sum of \$122.50 constitutes payment for the following:

Filing fee for Articles of Incorporation	\$ 35.00
One certified copy of Articles of Incorporation	52.50
Filing fee for Registered Agent	<u>35.00</u>
TOTAL	<u>\$122.50</u>

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 29 AM 10:47

I would appreciate your filing the enclosed Articles of Incorporation immediately and return to me the certified copy of said Articles. Thanking you in advance for your immediate attention to the above, I remain.

Sincerely yours,

Dale C. Ferguson
Dale C. Ferguson

DCF/kmw

Enclosures

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ARTICLES OF INCORPORATION

OF

ACE RECYCLING & METALS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned incorporators of these Articles of Incorporation hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be ACE RECYCLING & METALS, INC.

ARTICLE II

The general nature of the business of the Corporation to be transacted shall be:

(a) The ownership, management, operation, sale, lease, and consignment of all aluminum recycling materials, copper and steel recycling materials and any and all other metals to be recycled or sold and all other related and/or similar businesses.

(b) To purchase, or otherwise acquire, and to acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to sell, trade, deal in and deal with real estate, goods, wares, merchandise, and other personal property of every class and description whatsoever.

(c) To purchase farm land and other lands for the purpose of engaging in the general farming business by operating said farms, and also to purchase lands for the purpose of leasing said lands, and to engage in any business ancillary to same. And to purchase and/or construct restaurants, motels, service stations, apartment houses, office buildings, and other types of buildings for the purpose of renting or leasing same.

(d) To manage, supervise, operate, control, lease, let and sub-let restaurants, alcoholic beverage licenses, lounges, package

stores, motels, service stations, apartment houses, office buildings, residences, dwelling houses and all kinds and character of property of every kind and nature whatsoever.

(e) To enter into, make and perform contracts of every kind for any lawful purpose with any person, firm, association, corporation, municipality, body politic, country, territory, state government or colony or dependence thereof.

(f) To acquire good will, rights and property and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any person, firm, association or corporation; to pay for the said good will, rights and property and assets in cash, in the stock of this corporation, in bonds or otherwise, by undertaking the whole or any part of the liabilities of the transferor; to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the business so acquired; and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

(g) To guarantee, acquire by purchase, subscription or otherwise, hold for investment, or otherwise sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities, or evidence of indebtedness created by any other corporation or corporations of the State of Florida, or any other state or government, domestic or foreign, and while the owner of any such stocks, bonds, securities, or evidences of indebtedness to exercise all the rights, powers and privileges of ownership and to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities, or other obligations

and to do all and any such acts or things designed to accomplish any other purpose.

(h) To apply for, purchase, register or in any manner to acquire, and to hold, own, use, operate and introduce and to sell, lease, assign, pledge or in any manner dispose of and in any manner deal with patents, patent rights, licenses, copyrights, trademarks, and trade names; to acquire, own, use, or in any manner dispose of any and all inventions, improvements, processes, labels, designs, brands, or other rights, and to work, operate or develop the same; and to carry on the business, manufacturing or otherwise which may directly or indirectly effectuate these objects or any of them.

(I) To borrow money, and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchise, or for any other lawful purpose of its corporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for monies borrowed, or in payment of the property acquired, or for any of the objects of its business; to secure the same by mortgage or mortgages, or deeds or deed in trust, or pledge or other lien upon any of or all of the property rights, privileges or franchises of the corporation wheresoever situated, acquired or to be acquired, and to confer upon the holders of any debentures, bonds or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the corporation now or hereafter authorized, upon such terms and conditions as shall be fixed by the Board of Directors; to sell,

pledge or otherwise dispose of any and all debentures, or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem judicious, subject, however, to the provisions of Article III hereof.

(j) To purchase, hold, sell and transfer shares of its own capital stock, provided that this Corporation shall not purchase its own shares of capital stock except from the surplus of its assets, over its liabilities, including capital, and provided, that shares of its own capital stock owned by the Corporation shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholder's quorum or vote.

(k) To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships associations, local, county and/or state governments and/or other bodies.

(l) To have one or more offices or places of business, conduct its business and promote its objectives within and without the State of Florida, other states, the District of Columbia, the territories, possessions and dependencies of the United States and in foreign countries, without restrictions as to place and amount.

(m) To do any and all of the things herein set forth to the same extent as natural persons might or could do in any part of the world, as principals, agents, contractors, trustees or otherwise, and either alone or in company of others.

(n) To do all and everything necessary and proper for the accomplishment of any of the purposes of or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the

corporation, as principal, agent, director, trustee or otherwise, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful business necessary or incident to the accomplishment of the purpose of or the attainment of the objects or the furtherance of such purposes or objects of the corporation, whether or not such business is similar in nature to the purposes and objects set forth in this Articles of Incorporation, or any amendment thereof.

(o) To exercise all the powers now contained in Section 607.011, Florida Statutes, and all powers subsequently authorized or granted by law to private corporations.

(p) The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation.

ARTICLE III

CAPITAL STOCK

The total number of shares of authorized capital stock of the Corporation shall consist of 1,000 shares of common stock with \$1.00 par value. All such stock shall be payable in cash, property, labor, services or other things of lawful value at just valuation to be fixed by the Board of Directors. Neither promissory notes nor future services shall constitute payment of or any part payment of the issuance of any shares of common stock.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business is \$500.00.

ARTICLE V

TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI

PRINCIPAL & REGISTERED OFFICE

The principal and registered office and mailing address of said Corporation shall be Rt. 7, Box 512, East Washington Street, Lake City, Florida 32055. The Board of Directors may from time to time move the principal and registered office in the State of Florida to any other address and shall have the privileges of having a branch office at any other place within and without the State of Florida.

ARTICLE VII

REGISTERED AGENT

The initial registered agent for this Corporation shall be CARSON R. WALLACE, SR., whose business address is Rt. 7, Box 512, East Washington Street, Lake City, Florida 32055.

ARTICLE VIII

DIRECTORS

The number of this Corporation's Directors shall be three (3) initially, who need not be a stockholder, but the By-Laws may

provide for such increase and/or decrease thereof as is authorized by the laws of the State of Florida.

ARTICLE IX

INITIAL DIRECTORS

Carson R. Wallace, Sr.
Rt. 12, Box 8F
Wilderness Circle
Lake City, Florida 32055

Raymond Sapp
2999 E. Duval St.
Lake City, FL 32055

Diann Wallace
Rt. 12, Box 8F
Wilderness Circle
Lake City, FL 32055

ARTICLE X

INCORPORATORS

The name and address of the Incorporators of these Articles of Incorporation is as follows:

Carson R. Wallace, Sr.
Rt. 12, Box 8F
Wilderness Circle
Lake City, FL 32055

Raymond Sapp
2999 E. Duval St.
Lake City, Florida 32055

ARTICLE XI

The following additional provisions for the regulation of the business of and for the conduct of the affairs of the Corporation, and creating, dividing, limiting and regulating the powers of the Corporation, its stockholders, and directors are hereby adopted as a part of the Articles of Incorporation:

(a) No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in the Corporation.

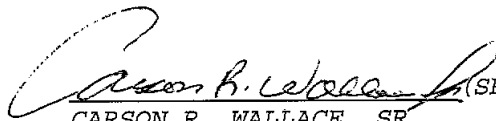
(b) The Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issuance of new certificates.

(c) The original incorporators of the Corporation shall have the right, upon its organization, to assign and deliver subscriptions of stock, if any, to any other person, firm or corporation who may hereafter become subscribers to the capital stock of the Corporation, who, upon acceptance of such assignment, shall stand in lieu of the original incorporators, and assume and carry out all the rights, liabilities, and duties entailed by said subscriptions of stock, if any, to any other person, firm or corporation who may hereafter become subscribers to the capital stock of the Corporation, who, upon acceptance of such assignment, shall stand in lieu of the original incorporators, and assume and carry out all the rights, liabilities, and duties entailed by said subscription, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

ARTICLE XII

These Articles of Incorporation may be amended by the manner as provided by the law provided the amended Articles of Incorporation contain only such provisions as might be lawfully contained in the original Articles of Incorporation at the time of amendment. Restated Articles of Incorporation may also be adopted in the manner as provided by law.

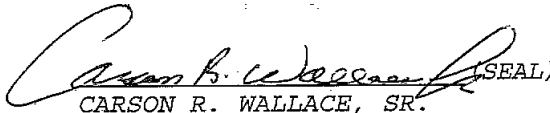
IN WITNESS WHEREOF, the undersigned have made and incorporated these Articles of Incorporation, at Lake City, Columbia County, Florida, for the uses and purposes of which are aforesaid.

 (SEAL)
CARSON R. WALLACE, SR.

 (SEAL)
RAYMOND SAPP

ACCEPTANCE OF REGISTERED AGENT

The undersigned, CARSON R. WALLACE, SR., designated as Registered Agent for the above ACE RECYCLING & METALS, INC. does hereby accept said appointment as Registered Agent.

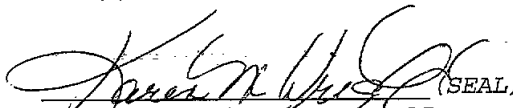
 (SEAL)
CARSON R. WALLACE, SR.

STATE OF FLORIDA
COUNTY OF COLUMBIA

BEFORE ME, the undersigned authority, personally appeared CARSON R. WALLACE, SR. AND RAYMOND SAPP, well known to me to be the persons described as the Incorporators in the above Articles of Incorporation and they acknowledge having read and executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 24th day of April, 1998.

(Notarial Seal)

 (SEAL)
Notary Public
KAREN M. WRIGHT
MY COMMISSION # CC 704496
EXPIRES: January 17, 2002
Bonded Thru Notary Public Underwriters

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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