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6/15/98

FLORIDA DIVISION OF CORPORATIONS
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((H98000011091 9)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001003335

FAX #: (305)716-0346

NAME: AEROTECH METALS INC.

AUDIT NUMBER.....H98000011091

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 3

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE 1-NAME

The name of the Corporation is
AEROTECH METALS INC.

ARTICLE 2-PURPOSE OF CORPORATION

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3-PRINCIPAL OFFICE

The address of the principal office of this Corporation is:

13500 SW 88 ST SUITE 260
MIAMI, FL 33186,

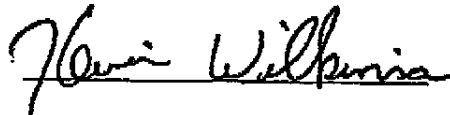
ARTICLE 4-INCORPORATOR

The name and street address of the incorporator of this Corporation is:

KEVIN WILLKINSON
7601 E TREASURE DR. C109
N. BAY VILLAGE, FL 33141

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

11 day of June, 1998.



PREPARED BY: CREDIT NETWORK
13500 N. Kendall Dr., Ste. 260
Miami, Fl. 33186
(305) 408-0091

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TALLAHASSEE, FLORIDA

ARTICLE 5- OFFICERS

The officers of the Corporation shall be:

President: KEVIN WILKINSON
49 SHARES OWNER AT \$ 1.00 PAR VALUE

7601 E TREASURE DR. C109
N. BAY VILLAGE, FL 33141

Secretary: GUILLERMO DONADIO
51 SHARES OWNER AT \$ 1.00 PAR VALUE

13500 SW 88 ST SUITE 260
MIAMI, FL 33186

ARTICLE 6-DIRECTOR(S)

The Director(s) of the Corporation shall be:

KEVIN WILKINSON
GUILLERMO DONADIO

ARTICLE 7-SHARES

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is:

100 SHARES AT \$ 1.00 PAR VALUE

ARTICLE 8-REGISTERED OWNERS

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 9-EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 10-AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is:

AEROTECH METALS INC.

2. The name and address of the registered agent and office is:

KEVIN WILKINSON 7601 TREASURE DR. C109 N. BAY VILLAGE, FL 33141

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TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Kevin Wilkinson

DATE

June 11, 1998