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JAN A. YELEN
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MARTIN YELEN (RETIRED)
IRVING YELEN (1924-1980)

200002617533

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
68 AUG 17 PM 2:30

August 10, 1998

Secretary of State
Department of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Pioneer Metals of Pensacola, Inc.

Dear Sir/Madam:

Enclosed please find the original Certificate of Incorporation of Pioneer Metals of Pensacola, Inc., Certificate designating resident agent and our check to cover the following:

Filing Fee	\$35.00
Resident Agent Fee	35.00
Certified Copy	52.50
	<u>\$122.50</u>

Please return certified copy.

Very truly yours,

YELEN & YELEN, P.A.


JAN A. YELEN

JAY:hr

Enclosures

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***122.50 ***122.50

ARTICLES OF INCORPORATION

OF

PIONEER METALS OF PENSACOLA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 17 PM 2:30

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

PIONEER METALS OF PENSACOLA, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

6501 N.W. 37th Avenue, Miami, Florida 33137

ARTICLE III CAPITAL STOCK

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

10,000 shares with a \$1.00 par value. Total capitalization \$10,000.00.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

WILLIAM H. HEGAMYER

511 NORTH MASHTA DRIVE
KEY BISCAYNE, FL. 33149

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

WILLIAM H. HEGAMYER

6501 N.W. 37th Avenue
Miami, Florida 33137

ARTICLE VI PREEMPTIVE RIGHTS AND BUSINESS PURCHASES

The shareholders shall have the preemptive right to acquire unissued or treasury shares or securities convertible or carrying the right to subscribe to or acquire shares of the Corporation.

The shares of other corporations or going businesses may be purchased by the Corporation in return for the issuance of its capital stock and said purchase shall be on such basis and for such consideration and the issuance of such amounts of capital stock as the Directors may determine. All such acquisitions shall be ratified by the Shareholders before they shall be effective.

The undersigned has(have) executed these Articles of Incorporation this 10 day of August, 1998.

William H. Hegamy - PRESIDENT
Signature/Title

Signature/Title

Signature/Title

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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: PIONEER METALS OF
PENSACOLA, INC.

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

WILLIAM H. HEGAMYER

(NAME)

OFFICE ADDRESS 6501 N. W. 37th AVENUE, MIAMI, FL. 33147

REGISTERED AGENT 511 NORTH MASHTA, DRIVE, KEY BISCAYNE, FL. 33149

(P.O. BOX NOT ACCEPTABLE)

(CITY/STATE/ZIP)

SIGNATURE

William H. Hegamy
(corporate officer)

TITLE

PRESIDENT

DATE

8-10-98

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

DATE

8-10-98

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