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MASON & ASSOCIATES

Professional Association
Attorneys at Law

August 11, 1998

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

Re Mergco Florida Surplus Steel & Supply, Inc.

Dear Sir or Madam:

Enclosed please find the original and one photocopy of the Articles of Incorporation for the above-referenced Florida corporation. Please file the Articles upon receipt and return a Certificate of Status to our office.

We have enclosed our check in the amount of \$78.75 in payment of the filing fee and the cost of the Certificate of Status.

Should you have any questions or require additional information, we would appreciate a phone call to the undersigned, rather than returning the documents. Thank you for your assistance.

Sincerely,

Mary M. Romary

Mary M. Romary
Legal Assistant

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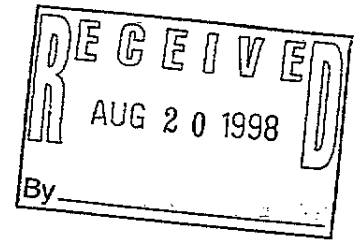
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State



August 17, 1998

MARY M. ROMARY, LEGAL ASSISTANT
MASON & ASSOCIATES
17757 US HWY 19 N SUITE 500
CLEARWATER, FL 33764

SUBJECT: MERGCO FLORIDA SURPLUS STEEL & SUPPLY, INC.
Ref. Number: W98000018642

We have received your document for MERGCO FLORIDA SURPLUS STEEL & SUPPLY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 998A00042445

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MERGCO FLORIDA SURPLUS STEEL & SUPPLY, INC.

The undersigned, acting as Incorporator of a corporation under Florida Statutes, Charter 607, the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. NAME AND PRINCIPAL PLACE OF BUSINESS: The name of the corporation is Mergco Florida Surplus Steel & Supply, Inc., and the principal office and place of business is 3015 Gamson Road, Apopka, Florida, 32703.

2. DURATION: The period of its duration is perpetual.

3. PURPOSE: The purpose is to engage in any lawful purpose or purposes including any activities or business permitted under the laws of the United States and the State of Florida.

4. CAPITAL STOCK: The total number of shares of capital stock which the Corporation shall have the authority to issue is as follows:

A. Ten Thousand (10,000) shares of voting stock having a par value of \$1.00 per share.

B. One Million (1,000,000) shares of a Special Class stock having no par value per share. Such Special Class shares may be redeemable (callable) by the Corporation at the call of and demand by the Corporation. The Special Class shall be issued in one or more series. The Board of Directors is hereby expressly authorized to issue the shares of Special Class stock in such series and to fix from time to time before issuance, the number of shares to be included in any series and the

designation, relative rights, preferences and limitations of all shares in such series. The authority of the Board of Directors with respect to each series shall include, without limitation thereto, the determination of any or all of the following and the shares of each series may vary from the shares of any other series in the following respects:

(1) The number of shares constituting such series and the designation thereof to distinguish the shares of such series from the shares of all other series.

(2) The preference, if any, to the payment of dividends, shares of that series, if any, and whether such dividend shall be cumulative and, if cumulative, the date from which dividends shall accumulate.

(3) The redemption price or prices for the particular series, if redeemable, and the terms and conditions of such redemption.

(4) The preference, if any, of shares of such series in the event of any voluntary or involuntary liquidation, dissolution or winding up of the corporation.

(5) The voting rights, if any, in addition to the voting rights prescribed by law and the terms of the exercise of such voting rights.

(6) The rights, if any, of shares of such series to be converted into shares of any other series or class and the terms and conditions of such conversion.

(7) One or more sinking fund arrangements may be structured to secure payment of funds to Special Class shareholders.

(8) Any other relative rights, preferences, and limitations of that series; PROVIDED, HOWEVER, that all Special Class shares shall be identical except as to the following relative rights and preferences which may be granted by the Board of Directors;

(i) The rate or manner of payment of dividends. The holders of shares of Special Class stock shall have no right to participate in the distribution of the remaining surplus after payment of the stipulated dividend provided to be paid to them.

(ii) Whether shares may be redeemed and, if so, the redemption price and the terms and conditions of redemption.

(iii) The amount payable upon shares in the event of voluntary or involuntary liquidation.

(iv) Sinking fund provisions, if any, on which shares may be redeemed.

(v) The terms and conditions, if any, on which shares may be redeemed.

(vi) Voting rights, if any.

(vii) Restrictions and restraints, if any, on the transferability of such shares including, but not limited to, a requirement that the sole transfer must be by way of redemption by the corporation and stop-transfer instructions.

C. Each share, whether common with par value or Special Class stock, shall be entitled to one vote on all

matters, except that the Special Class Shareholders may be given the right to elect one director on the Board of Directors of the Corporation.

5. INITIAL REGISTERED OFFICE AND AGENT

Joseph C. Mason, Jr.
Mason & Associates, P.A.
17757 U.S. 19 N., Suite 500
Clearwater, Florida 33764

6. INITIAL BOARD OF DIRECTORS. This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the Bylaws of the Corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Robert J. Gamson	P.O. Box 607976, Orlando, Florida 32860
Steven M. Goldman	(same as above)

In furtherance and not in limitation of the power conferred by the laws of the State of Florida, the Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws of this Corporation.

7. AMENDMENT OF ARTICLES. This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

8. INCORPORATOR.

Joseph C. Mason, Jr.
17757 U.S. 19 N., Suite 500
Clearwater, Florida 33764


THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation under the Laws of the State of Florida do make, file and record this Certificate of Incorporation, do certify that the facts herein stated are true, and, accordingly, have hereto set my hand and seal this 10th day of August, 1998.

MASON & ASSOCIATES, P.A.



Joseph C. Mason, Jr.
Incorporator

MASON & ASSOCIATES, P.A.



Joseph C. Mason, Jr.
Registered Agent