



THE UNITED STATES  
CORPORATION  
COMPANY

P99000017395

ACCOUNT NO. : 072100000032

REFERENCE : 143143 4718742

AUTHORIZATION :

Patricia Pruitt

COST LIMIT : \$ 70.00

ORDER DATE : February 22, 1999

ORDER TIME : 3:02 PM

ORDER NO. : 143143-005

CUSTOMER NO: 4718742

8000002784118--0

CUSTOMER: Marsha Edelman, Esq  
MARSHA EDELMAN, ESQ.  
MARSHA EDELMAN, ESQ.  
217 Broadway  
Suite 505  
New York, NY 10007

DOMESTIC FILING

NAME: FIRST CHOICE STEEL BUILDINGS  
(STRAIGHTWALL) INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

Dmc 2/23/99

FILED  
99 FEB 23 AM 9:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATION

99 FEB 23 AM 9:52

FILED

99 FEB 23 AM 9:43

ARTICLES OF INCORPORATION  
OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FIRST CHOICE STEEL BUILDINGS (STRAIGHTWALL) INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FIRST CHOICE STEEL BUILDINGS (STRAIGHTWALL) INC.

The address of the principal office of this corporation shall be 1700 South Dixie Highway, Suite 504, Boca Raton, Florida 33432, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 200 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

William Mankofsky  
Director

1700 South Dixie Highway, Suite 504  
Boca Raton, Florida 33432

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

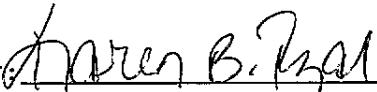
Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on February 22, 1999.

  
\_\_\_\_\_  
Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By:   
\_\_\_\_\_  
Its Agent, Karen B. Rozar

Authorized Service Representative  
Corporation Service Company