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A. H. LANE (RETIRED)

February 23, 1999

VIA FEDERAL EXPRESS

Division of Corporations
Florida Secretary of State
409 East Gaines Street
Tallahassee, Florida 32314

EFFECTIVE DATE
2-23-99

Re: All Star Bleachers Manufacturing, Inc.

Dear Sir or Madam:

200002786292--7
-02/24/99--01105--016
*****78.75 *****78.75

Enclosed please find the original and one copy of Articles of Incorporation for a new Florida corporation to be known as All Star Bleachers Manufacturing, Inc. Please file the original Articles and return the copy to me, duly certified to show the date of filing.

Please note that corporate existence is to commence as of the date of the execution and acknowledgment of the Articles.

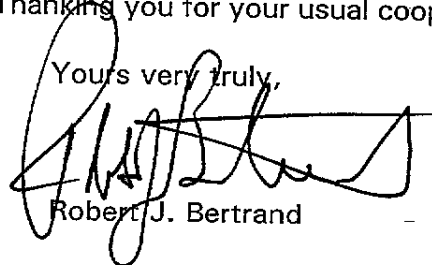
Our search of the Secretary of State's On-Line Records indicate that the only entity registered in Florida with a potentially conflicting name is All Star Bleachers, being a fictitious name used by Reeves Steel, Inc., a Florida corporation. Enclosed please find the original of a consent letter duly executed on behalf of Reeves Steel, Inc., specifically consenting to the formation of All Star Bleachers Manufacturing, Inc.

Also enclosed is this firm's check in the amount of \$78.75 to cover the following:

Filing Fee	\$70.00
Certified Copy Fee	\$ 8.75

If there are any questions concerning these Articles, I would appreciate your telephoning me collect at (941) 284-2213. Thanking you for your usual cooperation, I am

Yours very truly,


Robert J. Bertrand

RJB/mcd

Enclosures

xc: All Star Bleachers Manufacturing, Inc.

FILED
99 FEB 24 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LANE, TROHN, BERTRAND & VREELAND, P.A.

ONE LAKE MORTON DRIVE • P.O. Box 3 • LAKELAND, FLORIDA 33802-0003 • PHONE (941) 284-2200 • FAX (941) 688-0310
WWW.LANETROHN.COM

REEVES STEEL, INC.
6550 New Tampa Highway
Lakeland, Florida 33815

Division of Corporations
Florida Secretary of State
409 East Gaines Street
Tallahassee, Florida 32314

Dear Sir or Madam:

The undersigned is the President of Reeves Steel, Inc., a Florida corporation. In 1993, Reeves Steel, Inc. registered the fictitious name of ALL STAR BLEACHERS by filing an Application For Registration Of Fictitious Name dated September 29, 1993.

Reeves Steel, Inc. now desires to cause the formation of a separate Florida corporation to be known as ALL STAR BLEACHERS MANUFACTURING, INC. This separate Florida corporation will be a wholly-owned subsidiary of Reeves Steel, Inc. The purpose of this letter is to confirm the consent of Reeves Steel, Inc. to the formation of a Florida corporation with the name ALL STAR BLEACHERS MANUFACTURING, INC.

DATED this 23rd day of February, 1999.

REEVES STEEL, INC.

By: DC Marsh

DONALD C. MARSH,
its President

(AFFIX CORPORATE SEAL)

EFFECTIVE DATE
2-23-99

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ALL STAR BLEACHERS MANUFACTURING, INC.

ARTICLE I - NAME

The name of this corporation is ALL STAR BLEACHERS MANUFACTURING, INC.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this corporation is 6550 New Tampa Highway, Lakeland, Florida 33815, and the mailing address of this corporation is 6550 New Tampa Highway, Lakeland, Florida 33815.

ARTICLE III - DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of voting common stock having a par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 6550 New Tampa Highway, Lakeland, Florida 33815 and the name of the initial registered agent of this corporation at that office is Donald C. Marsh.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of the corporation are:

Donald C. Marsh
5202 Coto Place
Valrico, Florida 33594

Karen J. Marsh
5202 Coto Place
Valrico, Florida 33594

K. Todd Marsh
5202 Coto Place
Valrico, Florida 33594

Amy L. Marsh
5202 Coto Place
Valrico, Florida 33594

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator is:

Robert J. Bertrand, Esquire
Lane, Trohn, Bertrand & Vreeland, P.A.
Post Office Box 3
One Lake Morton Drive
Lakeland, Florida 33801

ARTICLE IX - INDEMNIFICATION

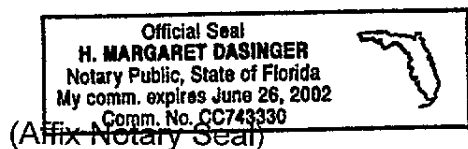
This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

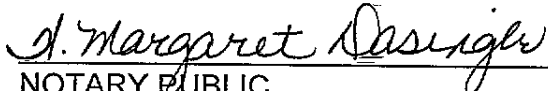
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23rd day of February, 1999.


ROBERT J. BERTRAND, Incorporator

STATE OF FLORIDA
COUNTY OF POLK

The foregoing Articles of Incorporation were acknowledged before me this 23rd day of February, 1999, by Robert J. Bertrand, who is personally known to me.





NOTARY PUBLIC,
State of Florida at Large
Print name: H. Margaret Dasinger
My commission expires: June 26, 2002

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, HEREBY ACCEPTS THE APPOINTMENT AS SUCH REGISTERED AGENT AND AGREED TO ACT IN THIS CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF THE UNDERSIGNED'S DUTIES. THE UNDERSIGNED FURTHER CERTIFIES THAT THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF SUCH POSITION AS REGISTERED AGENT.

FILED
99 FEB 24 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE:


DONALD C. MARSH,
Registered Agent

DATE: 2/23, 1999