

SECRET
DIVISION OF CORPORATIONS
99 MAR 25 PM 3:30

99000029190
CARROLL L. McCAULEY III
ATTORNEY AT LAW
1003 JENKS AVENUE
PANAMA CITY, FL 32401
PHN 850 913-1624
FAX 850 913-8167

March 24, 1999

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

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-03/25/99--01092--012
122.50 **78.75


RE: MINING MATERIALS, INC.

To whom it may concern:

Please find enclosed a check in the amount of \$122.50 for filing of Articles of Incorporations. We have enclosed the Articles of Incorporation, and Statement of Acceptance and Designation of Registered Agent of Mining Materials, Inc.

Please file and return copies to Carroll L. McCauley III, Attorney at Law, 1003 Jenks Avenue, Panama City, Florida 32401. I spoke to your office on March 24, 1999 to name search, and at that time Mining Materials, Inc., has not been taken.

Sincerely,


Carroll L. McCauley III
enc.

BROWN MAR 30 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 25 PM 3:30

**ARTICLES OF INCORPORATION
OF
MINING MATERIALS, INC.**

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME

The name of this corporation is Mining Materials, Inc.

ARTICLE II - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue one hundred (100) shares of One Dollar (\$ 1.00) par value of common stock, which shall be designated "Common Shares."

ARTICLE IV - INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The address of the initial principal office of the corporation in the State of Florida is 2405 East 17th Street, Panama City, Florida, 32405 and the name of the initial registered agent is Roger Granger, whose address is 2405 East 17th Street, Panama City,

Florida, 32405.

ARTICLE V - MANAGEMENT BY SHAREHOLDERS

The business of this corporation shall be managed by its shareholders rather than a Board of Directors. In the management of the business of this corporation, the act of the shareholders representing the majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the shareholders, except as otherwise provided for in any Shareholders' Agreement entered into. Each shareholder shall be entitled to one vote in person, or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the corporation business.

ARTICLE VI - PREEMPTIVE RIGHTS

The shareholders of the corporation shall have the preemptive right to acquire unissued or treasury shares of the corporation in proportion to their respective percentages of stock ownership.

ARTICLE VII - INDENFICIATION

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

ARTICLE VIII - TERM OF EXISTENCE

This corporation shall have perpetual existence and shall commence upon the filing of these Articles of Incorporation.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is Roger Granger whose address is 2405 East 17th Street, Panama City, Florida, 32405.

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




ROGER GRANGER, AGENT.

STATE OF FLORIDA
COUNTY OF BAY

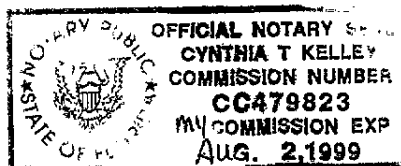
The foregoing Articles of Incorporation of Mining Materials, Inc., was acknowledged before me this 23rd day of March, 1999 by Roger Granger, who ✓ is personally known to me.

produced a current Florida driver's license as identification

produced _____ as identification.



NOTARY PUBLIC
STATE OF FLORIDA
Commission No.:
Commission Exp.:

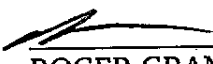


STATEMENT OF ACCEPTANCE AND DESIGNATION OF REGISTERED AGENT
OF
MINING MATERIALS, INC.

SECRET
DIVISION OF REVENUE
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Having been named to accept service of process for the above-named corporation,
at the place designated in the Articles of Incorporation, I hereby accept to act in this
capacity, and agree to comply with the provisions of the Florida General Corporation Act
relative to keeping open said office.

Dated this 23rd day of March, 1999.



ROGER GRANGER, AGENT.
2405 East 17th Street
Panama City, FL 32405
(850) 769-6640