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C & R PROFESSIONAL SRVS.

3001 Aloma Ave. #204

Winter Park, FL 32792

February 16, 1999

200002832912-4  
-04/08/99-01033-015  
\*\*\*\*\*85.00 \*\*\*\*\*85.00

TO:  
DEPARTMENT OF CORPORATIONS  
DEPARTMENT OF STATE  
PO BOX 6327  
TALLAHASSEE, FL 32314

Enclosed please find Articles of Incorporation for ALEXCO ALUMINUM, INC. (2 sets) along with a check in the sum of \$85.00.

Kindly mail the filed copy with document number directly to the registered agent. Thank you.

FILED  
99 MAR 6 PM 3:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A-Accurate Legal Form Company

W9900008720  
00505  
00524



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 13, 1999

C & R PROFESSIONAL SRVS.  
3001 ALOMA AVE. #204  
WINTER PARK, FL 32792

SUBJECT: ALEXCO ALUMINUM *INC.*  
Ref. Number: W99000008720

We have received your document for ALEXCO ALUMINUM *INC.* and your check(s) totaling \$85.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please correct the first sentence in Article VII.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6925.

Barbara Brock  
Document Specialist

Letter Number: 099A00018586

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99 MAY -6 PM 3:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**ALEXCO ALUMINUM, INC.**

**ARTICLE I. NAME**

The name of this corporation shall be ALEXCO ALUMINUM, INC.

**ARTICLE II. COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Department of Corporations. This corporation's duration shall be perpetual.

**ARTICLE III. PURPOSE**

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

**ARTICLE IV. CAPITAL STOCK**

This corporation shall have the authority to issue 1000 shares of Capital Stock at \$1.00 (One Dollar) par value.

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**ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

**ARTICLE VI. TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

#### **ARTICLE VII. INITIAL OFFICERS**

The number of directors on this corporation's Initial Officers shall be 1. The number of officers may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one. There will be no board of directors at the present time.

The name and address of each individual who shall serve as a member of the Initial officers are:

**President**

Alejandro A. Mancuso 10349 Buck Rd Orlando, FL 32817

**Vice-President**

Alejandro A. Mancuso 10349 Buck Rd. Orlando, FL 32817

**Secretary**

Alejandro A. Mancuso 10349 Buck Rd Orlando, FL 32817

**Treasurer**

Alejandro A. Mancuso 10349 Buck Rd Orlando, FL 32817

#### **ARTICLE VIII. INDEMNIFICATION**

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

**ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office and the physical address of this corporation's initial registered office shall be: 10349 Buck Rd. Orlando, FL 32817.

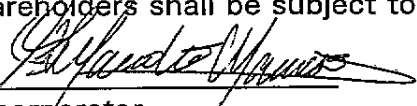
The name of the individual who shall serve as this corporation's initial registered agent at that address is: Alejandro A. Mancuso 10349 Buck Rd. Orlando, FL 32817.

**ARTICLE X. INCORPORATOR**

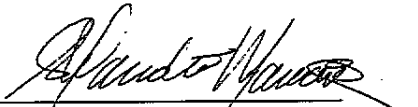
The name and address of the individual who shall serve as this corporation's incorporator are: Alejandro A. Mancuso  
10349 Buck Rd. Orlando, FL 32817

**ARTICLE XI. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

  
Incorporator  
Alejandro A. Mancuso

I hereby accept my designation as resident agent and agree to serve as the resident agent of ALEXCO ALUMINUM, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for ALEXCO ALUMINUM, INC.

  
Registered Agent

FILED  
99 MAY -6 PM 3:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA