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* BOARD CERTIFIED IN REAL ESTATE
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July 28, 1999

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

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-07/30/99--01055--007
***157.50 ***157.50


Re: Merger of A.R.C. Materials, Inc., a Michigan corporation, into A.R.C. Materials, Inc., a Florida corporation

To Whom It May Concern:

Enclosed are an original and one copy of Articles of Incorporation and Articles of Merger. Also, enclosed is a copy of the Agreement and Plan of Merger and a check for \$157.50 to cover the filing fee, registered agent designation fee and the certified copy fee. Please send to me certified copies of the filed Articles of Incorporation and Articles of Merger. As your office indicated to me, because the two companies have the same name, the Articles of Incorporation must be filed simultaneously with the Articles of Merger.

If you have any questions, please do not hesitate to call me.

Sincerely,


Barry S. Schinder

BSS:sy
Enclosures

FILED
99 JUL 30 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

A.R.C. MATERIALS, INC.

ARTICLE I.

CORPORATE NAME

The name of this Corporation shall be:

A.R.C. MATERIALS, INC.

ARTICLE II.

MAILING ADDRESS AND PRINCIPAL OFFICE

The Corporation's mailing address and principal office is:

2484 Bay Isle Drive
Weston, Florida 33327

ARTICLE III.

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the
United States and under the laws of the State of Florida.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV.

CAPITAL STOCK

This Corporation is authorized to issue a maximum of seven thousand five hundred (7,500) shares of stock. The shares of stock authorized shall be common stock having a par value of One (1) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

RICHARD B. SABRA, ESQ.
Atkinson, Diner, Stone, Mankuta & Ploucha, P.A.
1946 Tyler Street
Hollywood, Florida 33020

ARTICLE VI.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII.

INITIAL DIRECTORS

The name and post office address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
RICHARD A. GOTTLIEB	2484 Bay Isle Drive Weston, Florida 33327
RUTH R. GOTTLIEB	2484 Bay Isle Drive Weston, Florida 33327

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

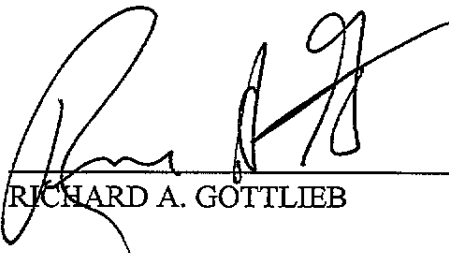
ARTICLE VIII.

INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

<u>Incorporator</u>	<u>Address</u>
RICHARD A. GOTTLIEB	2484 Bay Isle Drive Weston, Florida 33327


THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

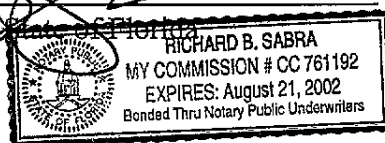


RICHARD A. GOTTLIEB

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 8 day of July, 1999, by RICHARD A. GOTTLIEB, who is personally known to me or ~~has produced~~ _____ as identification.


Notary Public, State of Florida
at Large



The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.


RICHARD B. SABRA, ESQ.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA