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2004 FEB 20 PM 3:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

RANDALLMADE KNIVES, INC.

Certificate of Status	0
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200 S. Orange Ave., Suite 2300
Orlando, FL 32801
(407) 649-4000

ARTICLES OF INCORPORATION

OF

RANDALLMADE KNIVES, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

Name and Duration

The name of the Corporation is RandallMade Knives, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 4857 South Orange Blossom Trail, Orlando, Florida 32839.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 200 South Orange Avenue, SunTrust Center, Suite 2300, in the City of Orlando, County of Orange. The name of the registered agent at such address is A.G.C. Co.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 100,000 shares, $.01 par value, of which 1,000 shares shall be Class A Common Stock and 99,000 shares shall be Class B Common Stock. The designations, preferences, qualifications, limitations, restrictions, and special or relative rights of the Class A Common Stock and the Class B Common Stock shall be identical and equal in all respects, share for share, except that the voting power in the corporation for the election of directors and for any and all other purposes shall be vested exclusively in the holders of the Class A Common Stock, and at all meetings of the shareholders and at all elections of the directors, each holder of the Class A Common Stock shall be entitled to one vote for each share of Class A Common Stock held by him or her and registered on the books of the Corporation, and the holders of the Class B Common Stock shall not have any voting power in the Corporation at elections for directors, or on any other matter or question, or be entitled to receive any notice of, or to participate in, meetings of the shareholders of the Corporation, except as may be otherwise required by law. The holder of a share of Class B Common Stock shall have the same rights in the Corporation as the holder of a share of Class A Common Stock, except as provided above.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation are as follows:

Name	Address
A.G.C. Co.	200 South Orange Avenue SunTrust Center, Suite 2300 Post Office Box 112 Orlando, Florida 32802

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders and until his or her successor is duly elected and qualified, or until his or her resignation or removal pursuant to the Bylaws.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person who shall serve as the director of the Corporation until the first annual meeting of the shareholders are as follows:

Name	Address
Gary T. Randall	1457 Williams Drive Winter Park, Florida 32789

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

Dated at Orlando, Orange County, Florida, this 2nd day of February, 2004.

A.G.C. Co.

By: G. Thomas Ball

Name: G. Thomas Ball
As its: Vice President

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That RANDALLMADE KNIVES, INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0501, Florida Statutes.

A.G.C. Co.

By: G. Thomas Ball

Name: G. Thomas Ball (printed)
As its: Vice President

2004 FEB 20 PM 3:37
TALLAHASSEE FLORIDA
SECRETARY OF STATE

Dated: February 2, 2004

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