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FAX: (904) 922-4000 PHONE: (904) 385-6735 FAX: (904) 385-6761
(((H95000009794))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: AMERICAN CUTTING TOOLS, INC. FAX AUDIT NUMBER: H95000009794
CURRENT STATUS: REQUESTED DATE REQUESTED: 09/05/1995 TIME REQUESTED:
09:25:56 CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0 NUMBER OF
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ARTICLES OF INCORPORATION
AMERICAN CUTTING TOOLS, INC.

THE UNDERSIGNED, for the purposes of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, privileges rights and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be American Cutting Tools, Inc.

ARTICLE II

The general character or nature of the business to be transacted by this corporation is to engage in any activity of business permitted under the laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding is 100 shares of common stock, each share having no par value.

ARTICLE IV

The amount of capital with which this corporation shall begin business is \$ 100.00.

ARTICLE V

The initial street address of the principal office of this corporation is to be at 8585 Sunset Drive, Suite 90, Miami, Florida 33143.

ARTICLE VI

The corporation shall have two directors. The number of Directors may be increased or diminished from time to time pursuant to the By-laws.

ARTICLE VII

The name and street address of the first Board of Directors of this corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be Patricia Pagni of 8585 Sunset Drive, Suite 90, Miami, Fl. 33143, and Marcio Vicente Pagni of 8585 Sunset Drive, Suite 90, Miami, Fl. 33143.

DENNIS C. MCDEVITT, ESQUIRE
Florida Bar No. 0005428
LAW OFFICES OF DENNIS C. MCDEVITT
23123 State Road 7, Suite 350 B
Boca Raton, Florida 33428
407 - 852 - 5944

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ARTICLE VIII
The name and street address of the incorporator is Patricia Pagni of 9585 Sunset Drive, Suite 90, Miami, Fl 33143.

ARTICLE IX
The corporation shall have perpetual existence.

ARTICLE X
The street address of the initial registered office of the corporation is 23123 State Road 7, Suite 350 B, Boca Raton, Fl 33428.

The name of the Initial Registered Agent of the corporation is Dennis C. McDevitt, Esq., 23123 State Road 7, Suite 350 B, Boca Raton, Fl. 33428.

ARTICLE XI
Stockholders of this corporation may enter into such stockholders' and trustee agreements as they may see fit wherein and whereby such stockholders may limit their voting rights by virtue of such stockholders' and trustee agreement.

ARTICLE XII
These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

EXECUTED THIS 10th DAY OF AUGUST, 1985, and acknowledged that the foregoing shall be filed in the Office of Secretary of State of Florida.


Patricia Pagni

DENNIS C. MCDEVITT, ESQUIRE
Florida Bar No. 0005478
LAW OFFICES OF DENNIS C. MCDEVITT
23123 State Road 7, Suite 350 B
Boca Raton, Florida 33428

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FILE

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

American Cutting Tools, Inc.

2. The name and address of the registered agent and office is:

Dennis C. McDevitt
13123 State Road 7, Suite 150 B
Boca Raton, Fl. 33428

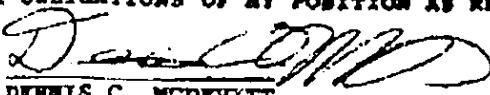
Signature 
Patricia Pagni

Dated: August 30, 1993

Title: President and Secretary

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature 
DENNIS C. MCDEVITT

DATE August 30, 1993

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