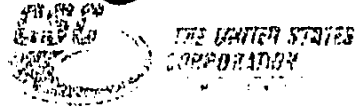


P 970000 80936



ACCOUNT NO. : 072100000032

REFERENCE : 532448 4359859

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pizjato

ORDER DATE : September 17, 1997

ORDER TIME : 9:52 AM

ORDER NO. : 532448-005

CUSTOMER NO: 4359859

200002295572--6

CUSTOMER: Todd A. Bancroft, Esq
BUCHANAN INGERSOLL, P.C.

19495 Biscayne Blvd.
Ste. 606
North Miami Bea, FL 33180

DOMESTIC FILING

NAME: ULTRA CUTTING, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

FILED
97 SEP 17 AM 10:29
STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 SEP 17 AM 10:41
DIVISION OF CORPORATION

RAF
SN SEP 17 1997
W97-21406



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 17, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: ULTRA CUTTING, INC.
Ref. Number: W97000021406

RESUBMIT

Please give original
submission date as file date.

We have received your document for ULTRA CUTTING, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

THE REGISTERED AGENT LISTED IN YOUR DOCUMENT MUST BE THE SAME.,

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) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 697A00046147

RECEIVED
97 SEP 18 AM 9:58
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
ULTRA CUTTING, INC.

FILED
97 SEP 17 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under the Florida Business Corporation Act, Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be **ULTRA CUTTING, INC.**

ARTICLE II. PRINCIPAL OFFICE

The address of the principal office of this corporation shall be 10050 N.W. 116th Way, Suite 1, Medley, Florida 33178-1162, and the mailing address of the corporation shall be the same.

ARTICLE III. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having \$1.00 par value per share.

ARTICLE V. REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent of the corporation shall be Buchanan Ingersoll Professional Corporation, One Turnberry Place, 19495 Biscayne Boulevard, Suite 606, Aventura, Florida 33180, Att: Joshua L. Dubin, Esq.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually unless dissolved according to law.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Samuel M. Waksman
3650 N. 54th Avenue
Hollywood, Florida 33021

ARTICLE VIII. NUMBER OF DIRECTORS

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) Director, the exact number to be determined from time to time in accordance with the Bylaws.

ARTICLE IX. INITIAL BOARD OF DIRECTORS


The name and street address of the members of the initial Board of Directors of this corporation, who shall hold office until the first annual meeting of the shareholders, and thereafter until any successor Directors are elected is as follows:

Samuel M. Waksman
3650 N. 54th Avenue
Hollywood, Florida 33021

Juan C. Zighelboim
167 Dockside Circle
Weston, Florida 33327

John Yeung
6355 N.W. 50th Street
Coral Springs, Florida 33067

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16 day of September, 1997.

By: 
Samuel M. Waksman, Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF F.S. 607.0501, 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: ULTRA CUTTING, INC.
2. The name and address of the registered agent and office is:

Buchanan Ingersoll, Professional Corporation
19495 Biscayne Boulevard, Suite 606
Aventura, Florida 33180
Att: Joshua L. Dubin, Esq.

Having been named as registered agent and to accept service of process for the above-styled 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.

BUCHANAN INGERSOLL, P.C., Registered Agent

By: 
Joshua L. Dubin, Shareholder

Date: 9/16/97

97 SEP 17 AM 10:29
STATE
TALLAHASSEE, FLORIDA

FILED