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Division of Corporations

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

PRO EDGE CUTLERY, LLC

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J. BRYAN MAR 30 2005

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2005 MAR 29 AM 10:10
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
PRO EDGE CUTLERY, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be PRO EDGE CUTLERY, LLC (the "Company").

ARTICLE II - ADDRESS

The initial mailing address and street address of the principal office of the Company shall be 3131 Regatta Road, Naples, FL 34103.

ARTICLE III - REGISTERED AGENT & REGISTERED OFFICE

The name and the Florida street address of the initial registered agent of the Company shall be Rudy Ambrosi, 3131 Regatta Road, Naples, FL 34103.

ARTICLE IV - PURPOSE

The Company is organized to conduct and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida.

ARTICLE V - MANAGEMENT BY MANAGER

The Company shall be manager-managed. A Manager shall be appointed annually by the Member(s) in accordance with the provisions of the Operating Agreement. The name and Florida street address of the initial Manager shall be Rudy Ambrosi, 3131 Regatta Road, Naples, FL 34103.

NOW THEREFORE, the undersigned has signed these Articles of Organization for the Company and acknowledged them to be his act this 27th day of March, 2005.

MEMBER OR AUTHORIZED
REPRESENTATIVE OF A MEMBER

By: 

Rudy Ambrosi

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CERTIFICATE OF ACCEPTANCE
OF DESIGNATION OF
REGISTERED AGENT OF
PRO EDGE CUTLERY, LLC**

Pursuant to Chapter 608, Florida Limited Liability Company Act, Rudy Ambrosi, located at 3131 Regatta Road, Naples, FL 34103, having been named as registered agent to accept service of process upon PRO EDGE CUTLERY, LLC, hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties as registered agent, acknowledging hereby that he is familiar with and accepts the obligations of his position as registered agent.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Acceptance to be executed in Naples, Collier County, Florida on this 24 day of March, 2005.

By: _____

Rudy Ambrosi

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TALLAHASSEE, FLORIDA