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Gromko, Porter & Associates

Accounting / Tax Preparation • Financial Planning Services

306 East Boynton Beach Boulevard
Boynton Beach, Florida 33435
Phone (561) 737-8017 • Fax (561) 737-0433

FILED
00 JAN 24 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 18, 2000

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*****78.50 *****78.50

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

Dear Sirs:


Enclosed, Please find check for \$ 78.50 for incorporating: P.B. Cutlery & Collectibles, Inc.

When completed please return to :

Gromko Porter & Associates
306 East Boynton Beach Boulevard
Boynton Beach, FL 33435

Thanking You in advance.

Sincerely,


John Porter
Accountant

1-21-00
wc

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, Hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit.

ARTICLE I, NAME

The name of the corporation shall be : P.B. Cutlery & Collectibles, Inc.

ARTICLE II, NATURE OF BUSINESS

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

ARTICLE III, CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any time is Five Hundred (500) Shares of common stock, of One Dollar (\$1.00) par value.

ARTICLE IV, INITIAL CAPITAL

The amount of capital with which this Corporation will begin business will not be less than One Hundred (\$100.00) Dollars.

ARTICLE V, TERM OF EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VI, ADDRESS

The initial street address in the State of the principal office of the Corporation shall be: P.O. Box 4528
Boynton Beach, Fl. 33424

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII, INITIAL BOARD OF DIRECTORS

This Corporation shall have 02 Director(s) initially.

This number of Directors may be either increased or diminished by the By - Laws adopted by the Shareholder(s) but shall never be less than one. The name and address of the initial Director of this Corporation:

Patrick D. Edwards
P.O. Box 4528
Boynton Beach, Fl. 33424

Michael E. Edwards
P.O. Box 4528
Boynton Beach, Fl. 33424

ARTICLE VIII, INCORPORATOR

Patrick D. Edwards
P.O. Box 4528
Boynton Beach, Fl. 33424

ARTICLE IX, BY - LAWS

The power to adopt, alter, amend, or repeal by - laws shall be vested in the Board of Directors and Shareholders.

ARTICLE X, AMENDMENT

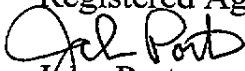
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XI, SUB-CHAPTER S CORPORATION

This Corporation may be a Sub-Chapter S Corporation as defined by the Internal Revenue Service.

ARTICLE XII, REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent Gromko, Porter and Associates Located at 306 East Boynton Beach Blvd., Boynton Beach, Fl 33435. Accept this position as signed below: I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


John Porter

The registered office will be at :
C/O Gromko, Porter and Associates
306 East Boynton Beach Blvd.
Boynton Beach, Fl. 33435

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00 JAN 24 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned, as subscribing incorporators, have hereinto set our hands and seals this 18th day of January 2000 for the purpose of forming this Corporation under the Laws of the State of Florida, and hereby make and file, in the office of the Secretary of State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

Executed this 18th day of January 2000.

Patrick D. Edwards

