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From: Angelica M. Calabrese

Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

33 CUTLERY COMPANY

Certificate of Status	0
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6/20/00

N. Culligan JUN 20 2000

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**ARTICLES OF INCORPORATION OF
33 CUTLERY COMPANY**
in compliance with Chapter 607

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME OF CORPORATION:

The name of the corporation shall be: 33 CUTLERY COMPANY.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS:

The principal place of business and mailing address of the corporation is: c/o Lisa A. Landy, One S.E. 3rd Avenue, 28th Floor, Miami, Florida 33131.

ARTICLE III - CAPITAL STOCK:

The number of shares of common stock that the Corporation is authorized to issue is ONE THOUSAND (1,000) at a \$.01 par value each share. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE IV - INITIAL DIRECTOR:

The name and address of the initial Director of the Corporation are as follows: Michel Yamin Merheje, c/o Lisa A. Landy, One S.E. 3rd Avenue, 28th Floor, Miami, Florida 33131.

ARTICLE V - REGISTERED AGENT:

The name and Florida street address of the registered agent is: American Information Services, Inc., One S.E. 3rd Avenue, 28th Floor, Miami, Florida 33131.

ARTICLE VI - INCORPORATOR:

The name and street address of the incorporator is: Lisa A. Landy, One S.E. 3rd Avenue, 28th Floor, Miami, Florida 33131.

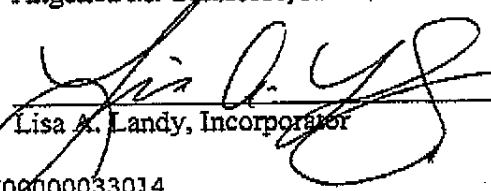
ARTICLE VII - INDEMNIFICATION:

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

American Information Services, Inc. hereby accepts the appointment as Registered Agent and agrees to act in this capacity.

By: 
Angelica M. Calabrese, Assistant Secretary

Date: 6/20/00


Lisa A. Landy, Incorporator

Date: 6/20/00

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