

Division of Corporations

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Account Name : RUDOLF & HOFFMAN, P.A.  
Account Number : I20040000175  
Phone : (954) 462-2270  
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FLORIDA PROFIT CORPORATION OR P.A.

R.L. Smith Superabrasives Consultant, Inc.

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FAX AUDIT NO. H05000127044

ARTICLES OF INCORPORATION  
OF  
R.L. SMITH SUPERABRASIVES CONSULTANT, INC.  
A FLORIDA CORPORATION

The undersigned, acting as Incorporator of R.L. SMITH SUPERABRASIVES CONSULTANT, INC., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is R.L. SMITH SUPERABRASIVES CONSULTANT, INC. and the street address of the initial principal office of the Corporation is 2800 South Ocean Boulevard, Suite 7-F, Boca Raton, FL 33432.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of providing consulting services to the superabrasive industry and transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value Common Stock.

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ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2800 South Ocean Boulevard, Suite 7-F, Boca Raton, FL 33432 and the name of the initial Registered Agent of the Corporation at that address is Robert L. Smith.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) Director to hold office until the first Annual Meeting of Shareholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The name and address of the initial Director of the Corporation is:

Name

Address

Robert L. Smith

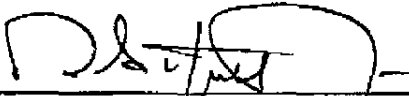
2800 South Ocean Boulevard, Suite 7-F  
Boca Raton, FL 33432

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the Corporation is Robert A. Huth, Jr., Esquire, 2300 Glades Road, Suite 260W, Boca Raton, FL 33431.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19<sup>th</sup> day of May 2005.

  
\_\_\_\_\_  
ROBERT A. HUTH, JR., Incorporator

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05/19/2005 THU 11:17 FAX 954 462 2274 RUDOLF & HOFFMAN P.A.

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05/19/2005 THU 10:44 FAX 954 462 2274 RUDOLF & HOFFMAN P.A.

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**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Having been named as Registered Agent to accept service of process for R.L. SMITH SUPERABRASIVES CONSULTANT, INC. at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Business Corporation Act 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.

Dated: May 19, 2005

By:   
ROBERT L. SMITH, Initial Registered Agent

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