

TIMOTHY MAZE HARTLEY, ESQUIRE
ATTORNEY AND COUNSELLOR AT LAW

P95000026838
1-800-245-9855

Admitted to:
Florida
Kentucky
Federal

2401 S.W. 23rd St.
Miami, Florida 33145

Reply to:

P.O. Box 111634
Miami, Florida 33111

March 22, 1995

Via Federal Express

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

FILED
STATE OF FLORIDA
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Subject: Articles of Incorporation for Tru-Cut, Inc.; Consent
of Registered Agent

To Whom It May Concern:

Enclosed is an original and one copy of the captioned documents and a check
in the amount of \$122.50 for the filing fee for the Articles of Incorporation and for a
certified copy of the Articles of Incorporation to be forwarded to the undersigned.

Very truly yours,

TIMOTHY M. HARTLEY

TMH/cjm
enclosures

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**ARTICLES OF INCORPORATION
OF
TRU-CUT, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I.

The name of the corporation shall be TRU-CUT, Inc.

ARTICLE II.

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III.

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1,000 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV.

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these Articles of Incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

ARTICLE V.

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares

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or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE VI.

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII.

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII.

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX.

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one director whose name and address is:

Arturo E. Larrain
8620 S.W. 184th Lane
Miami, Florida 33157

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ARTICLE X.

The initial registered agent of the corporation is TIMOTHY M. HARTLEY, ESQ. The street address of the corporation's initial registered office is 100 North Biscayne Boulevard, Suite 1500, New World Tower, Miami, Florida 33132.

ARTICLE XI.

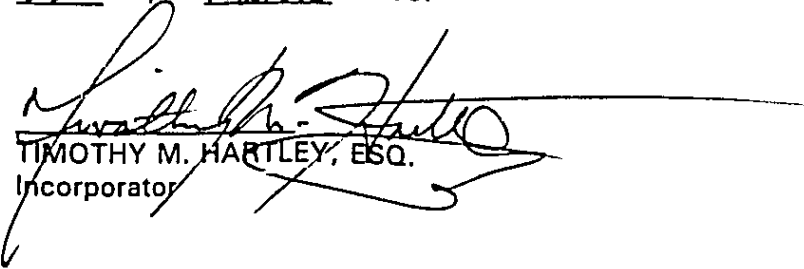
The principal place of business and mailing address of this corporation shall be:

Arturo E. Larrain
8620 S.W. 184th Lane
Miami, Florida 33157

ARTICLE XII.

The name and address of the incorporator to these Article of Incorporation is TIMOTHY M. HARTLEY, ESQ., P.O. Box 111634, Miami, Florida 33111.

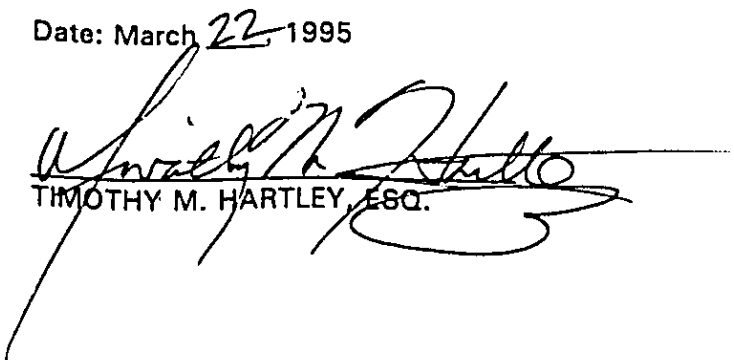
The undersigned incorporator has executed these Articles of Incorporation this 22nd day of March, 1995.


TIMOTHY M. HARTLEY, ESQ.
Incorporator

CONSENT TO SERVE AS REGISTERED AGENT
FOR
TRU-CUT, INC.

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: March 22 1995


TIMOTHY M. HARTLEY, ESQ.

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