

Law Offices of
MAHAFFEY & LEITCH

448 Lawton Road, Suite 200
Orlando, FL 32803
(407) 894-2081

June 28, 1995

Dougald B. Leitch
John D. Mahaffey, Jr.
FAX: (407) 894-3852

Oviedo Office:
175 West Broadway, Suite 101
Oviedo, FL 32765
(407) 366-8708

REPLY TO: ORLANDO

PQ5000056774

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

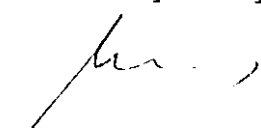
RECEIVED JUL 13 1995
U.S. DEPT. OF JUSTICE
FEDERAL BUREAU OF INVESTIGATION
WASHINGTON, D.C. 20535

Re: A Cut Above, Inc.

Dear Sir or Madame:

Please file the enclosed Articles. Our check in the amount of \$122.50 is enclosed to cover your fee.

Yours very truly,


John D. Mahaffey, Jr.

JDM/cb

Enclosure

W95-14120

JUL 13 1995

502

FILED
JUL 21 1995

JUL 24 1995

JUL 13 1995 358



FLORIDA DEPARTMENT OF STATE

July 13, 1995

Sandra B. Mortham
Secretary of State

MAHAFFEY & LEITCH
3438 LAWTON ROAD
SUITE 200
ORLANDO, FL 32803

SUBJECT: A CUT ABOVE, INC.
Ref. Number: W95000014126

We have received your document for A CUT ABOVE, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 195A00033710

ARTICLES OF INCORPORATION
OF
A CUT ABOVE CONSTRUCTION, INC.

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95 JUL 21 AM 8:26

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE ONE: NAME

The name of this corporation is A CUT ABOVE CONSTRUCTION, INC.

ARTICLE TWO: NATURE OF BUSINESS

This corporation is being formed for the purpose of conducting all activities related to construction/general contracting business; and further to exercise all those powers granted by Law, including but not limited to the following:

To have perpetual succession by its corporate name unless a limited period of duration is stated in its Articles of Incorporation; To sue and be sued, complain, and defend in its corporate name in all actions or proceedings; To have a corporate seal which may be altered at pleasure, and to use the same by causing it or a facsimile thereof to be impressed, affixed, or in any other manner reproduced; To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated; To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets; To lend money to, and use its credit to assist its officers and employees in accordance with Section 607.141, Florida Statutes; To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or other interest in, or obligations of other domes-

otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or other interest in, or obligations of other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof; To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income; To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested; To conduct its business, carry on its operations, and have offices and exercise the powers granted by Section 607.011, Florida Statutes within or without this State; To elect or appoint officers and agents of the corporation and define their duties and fix their compensation; To make and alter By-Laws, not inconsistent with its Articles of Incorporation or with the Laws of this State, for the administration and regulation of the affairs of the corporation; To make donations for the public welfare or for charitable, scientific, or educational purposes; To transact any lawful business which the board of directors shall find will be in aid of governmental policy; To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of

its directors, officers, and employees, and any or all of the directors, officers, and employees of its subsidiaries; To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; To be a promoter, incorporator, general or limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise; and To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE THREE: CAPITAL STOCK

The maximum number of shares of common stock this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares at a \$1.00 par value, fully paid and non-assessable.

ARTICLE FOUR: INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$200.00.

ARTICLE FIVE: TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE SIX: ADDRESS

The initial principal office of this corporation is in the State of Florida at 1073 Weaver Drive, Oviedo, FL 32765. The Board of Directors may from time-to-time move the principal office to any other address in the State of Florida.

ARTICLE SEVEN: REGISTERED AGENT

The initial registered agent is JOHN D. MAHAFFEY, JR., ATTORNEY AT LAW, 3438 Lawton Road, Suite 200, Orlando, FL 32803.

ARTICLE EIGHT: DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time-to-time, by By-Laws adopted by the Stockholders, but shall never be less than one (1) nor more than three (3).

ARTICLE NINE: INITIAL DIRECTORS

The name and address of each of the first Board of Directors are:

Carsten Madsen
1073 Weaver Drive
Oviedo, FL 32765

Jill Madsen
1073 Weaver Drive
Oviedo, FL 32765

ARTICLE TEN: SUBSCRIBERS

The name and address of each of the subscribers of these Articles of Incorporation, the number of shares of stock each agrees to take, and the value of the consideration therefore are:

Carsten Madsen	100 shares at \$1.00 par value
1073 Weaver Drive	
Oviedo, FL 32765	

Jill Madsen	100 Shares at \$1.00 par value
1073 Weaver Drive	
Oviedo, FL 32765	

ARTICLE ELEVEN: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the Stockholders entitled to vote thereon, unless all the directors and all the Stockholders sign

a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

DATED this 29th day of June, 1995.

Jill Madsen
Subscriber

Subscriber

STATE OF FLORIDA
COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day, before me, a Notary Public authorized in the State and County above-written to take acknowledgements, personally appeared Carsten Madsen and Jill Madsen, personally known to me or who provided personally known as identification, to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my Hand and Official Seal in the State and County above-written this 29th day of June, 1995.

Vickie L. Murray
NOTARY PUBLIC - Signature

VICKIE L. MURRAY
NOTARY PUBLIC - Printed Name

Notary Public
NOTARY PUBLIC - Printed Title

VICKIE L. MURRAY
Notary Public, State of Florida
My Comm. Expires Sept. 19, 1998
Comm. No. CC408090

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT OF

A CUT ABOVE CONSTRUCTION, INC.

I, JOHN D. MAHAFFEY, JR., ATTORNEY AT LAW, 3438 Lawton Road,
Suite 200, Orlando, FL 32803, hereby accept the designation as
Registered Agent for A CUT ABOVE CONSTRUCTION, INC.

DATED this 28th day of June, 1995.



JOHN D. MAHAFFEY, JR.

FILED
95 JUL 21 PM 5:26