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TRANSMITTAL LETTER

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

**SUBJECT:** SureKut Sharpening & Supplies, Inc.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 35.00.

Also enclosed is the Certification of Designation of Registered Agent/Registered Office and check in the amount of \$35.00.

Also, please send a certified copy of the Articles of Incorporation to the undersigned. A check for \$52.50 is enclosed for this.

**FROM:**

Scott D. Spence

1401 West Beaver Street

Jacksonville, Florida 32209

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ARTICLES OF INCORPORATION  
OF

SureKut Sharpening & Supplies, Inc.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation;

ARTICLE I

Name of Corporation

The name of the corporation is SureKut Sharpening & Supplies, Inc.

ARTICLE II

Duration

The period of its duration is perpetual.

ARTICLE III

Purpose

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

Capital Stock

The corporation is authorized to issue ten thousand (10,000) shares of capital stock, all of one class, all without nominal or par value.

ARTICLE V

Initial Registered Office and Agent

The name and address of the initial registered agent and office of this corporation is as follows:

Scott D. Spence  
1401 West Beaver Street  
Jacksonville, Florida 32209

ARTICLE VI

Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

Douglas E. Spence  
1401 West Beaver Street  
Jacksonville, Florida 32209

Scott D. Spence  
1401 West Beaver Street  
Jacksonville, Florida 32209

ARTICLE VII

Incorporators

The name and address of the Incorporator signing these Articles of Incorporation is;

Scott D. Spence

1401 West Beaver Street

Jacksonville, Florida 32209

ARTICLE VIII

By-Law Amendment

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

ARTICLE IX

Informal Action of Directors

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE X

Amendment of Articles

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

ARTICLE XI

PREEMPTIVE RIGHTS

Every stockholder, upon sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

In witness whereof, the undersigned Incorporator has executed these Articles of Incorporation this 1<sup>st</sup> day of August, 1995.

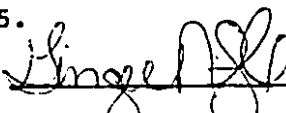
  
Scott D. Spence FHS 5152-784-60-305-0

STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared Scott D. Spence to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1<sup>st</sup> day of August 1995.

 CC163961  
NOTARY PUBLIC, STATE OF FLORIDA  
Notary Public, State of Florida  
My Commission Expires Nov. 25, 1998  
Bonded Thru Troy Fain - Insurance Inc.

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: SureKut Sharpening & Supplies, Inc.
2. The name and address of the registered agent and office is:

Scott D. Spence  
1401 West Beaver Street  
Jacksonville, Florida 32209

SIGNATURE

Scott D. Spence  
(corporate officer)

TITLE

President

DATE

August 1, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 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.

SIGNATURE

Scott D. Spence

DATE

August 1, 1995

FOKSKS2 784-60-205-0

STATE OF FLORIDA  
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared Scott D. Spence to me known to be the person who executed the foregoing Certificate of Designation and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1st day of August, 1995

Shirley D. O'Connell  
NOTARY PUBLIC, STATE OF FLORIDA  
Notary Public, State of Florida

My Commission Expires Nov. 25, 1995  
Bonded Thru Troy Fain - Insurance Inc.