

990000063321

7/29/96

FLORIDA DIVISION OF CORPORATIONS

108 PM

((H96000010461))

ELMCTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

1492 W FLAGLER ST

STATE OF FLORIDA

SUITE 200

409 EAST GAINES STREET

MIAMI FL 33135-

TALLAHASSEE, FL 32399

CONTACT: RAY STORMONT

FAX: (904) 922-4000

PHONE: (305) 541-3694

FAX: (305) 541-3770

((H96000010461))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: A. CUT ABOVE THE REST, INC.

FAX AUDIT NUMBER: H96000010461

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/29/1996

TIME REQUESTED: 13:08:13

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000010461))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM CAPS Connect: 00:07:57

FILED
96 JUL 29 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA DIVISION OF CORPORATIONS

96 JUL 29 PM 1:46

RECEIVED

P.18/22

EMPIRE CORPORATE KIT

JUL-29-1996 13:23

96-07-29-11

H96000010461

ARTICLES OF INCORPORATION
OF
A. CUT ABOVE THE REST, INC.

FILED
96 JUL 29 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be A. CUT ABOVE THE REST, INC., and the initial address of this corporation shall be 706 N.W. 177th Avenue, Pembroke Pines, FL 33029.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
7,000	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

This instrument prepared by:
Alex J. Cardenas, P.A.
Alex J. Cardenas, Esquire
Sanctuary Center
Suite 307-D
4800 N. Federal Highway
Boca Raton, FL 33431
Florida Bar Number: 708305

H96000010461

H96000010461

ARTICLE V

The initial registered office of this corporation shall be at 706 N.W. 177th Avenue, Pembroke Pines, FL 33029, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be John W. Bowling Jr.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The names and addresses of the first directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

President

John W. Bowling Jr.
706 N.W. 177th Avenue
Pembroke Pines, FL 33029

ARTICLE VIII

The name and address of the Incorporator is John W. Bowling Jr., 706 N.W. 177th Avenue, Pembroke Pines, FL 33029.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is so also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

H96000010461

H96000010461

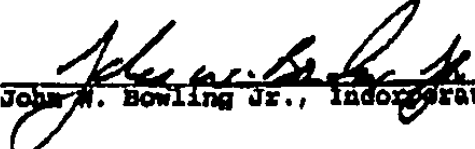
ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 29 day of July, 1996.


John W. Bowling Jr., Incorporator

H96000010461

H96000010461

**CERTIFICATE DESIGNATION PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.**

FILED
96 JUL 29 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the laws of Florida, the following is submitted:

First, that A. CUT ABOVE THE REST, INC., desiring to organize under the laws of the State of Florida, has named John W. Bowling Jr., 706 N.W. 177th Avenue, Pembroke Pines, FL 33029, County of Broward, State of Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of section 607.328 F.S.

DATED: this 29 day of July, 1996.

John W. Bowling Jr.
John W. Bowling Jr., Registered Agent

H96000010461