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LAW OFFICES OF  
BOGOSIAN & POWER  
CHARTERED  
2041 FOURTEENTH AVENUE  
VERO BEACH, FLORIDA 32960

RICHARD P. BOGOSIAN\*  
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\*ADMITTED IN MASSACHUSETTS  
AND FLORIDA

OF COUNSEL  
DEBRA M. SMITH

March 24, 1997

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-03/26/97--01031--005  
\*\*\*\*122.50 \*\*\*\*122.50

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

In Re: Perfection Quick Cut, Inc.

Gentlemen:

Please find enclosed two executed copies of the Articles of Incorporation and Registered Agent Certificate for the above corporation.

Also enclosed is my check, in the amount of \$122.50, to cover the following charges:

Filing fee	\$ 35.00
Certified copy	52.50
Registered Agent fee	35.00
Total	\$122.50

Please forward the certified copy at your earliest convenience.

Sincerely yours,

*Richard P. Bogosian*

Richard P. Bogosian

dv  
enc.

*DMC*  
*3-28-97*

FILED  
97 MAR 26 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

Perfection Quick Cut, Inc.

**FILED**  
97 MAR 26 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is Perfection Quick Cut, Inc.

ARTICLE II - LOCATION

The principal office and mailing address of Perfection Quick Cut, Inc. is located in Vero Beach, Indian River County, Florida at 1135 38th Avenue, Vero Beach, FL 32960.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock.

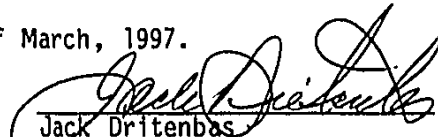
ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent is Jack Dritenbas, 1135 38th Avenue, Vero Beach, FL 32960.

ARTICLE V - INCORPORATOR

The name and street address of the incorporator of these articles of incorporation is Jack Dritenbas, 1135 38th Avenue, Vero Beach, FL 32960.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24 day of March, 1997.

  
Jack Dritenbas  
Incorporator

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT FOR  
Perfection Quick Cut, Inc., A Florida Corporation

FILED


97 MAR 26 PM 12:45

Pursuant to the provisions of F.S. 607.0501, 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 Perfection Quick Cut, Inc.
2. The name of the registered agent is Jack Dritenbas.
3. The address of the registered agent/registered office is 1135 38th Avenue, Vero Beach, FL 32960.

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above 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 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.

  
Jack Dritenbas  
Registered Agent

Dated: MARCH 24, 1997