

P97000065571

CHARLES F. DECKER
ATTORNEY AT LAW
10209 B GULF BLVD.
TREASURE ISLAND, FLORIDA 33709
FILED
JUL 28 PM 3:32

CHARLES F. DECKER*

*ALSO LICENSED TO PRACTICE IN MICHIGAN

July 24, 1997

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TE: (813) 360-2001
FAX: 367-1601

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

300002249263--8
-07/28/97--01105--015
****122.50 ****122.50

Re: A Sharpening Center, Inc.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation as referenced above, together with a check in the amount of \$122.50, which represents your fee for filing of same.

Please upon doing so, return a copy of the Articles of Incorporation to me in the self addressed stamped envelope, which is enclosed and provided for your convenience.

Thanking you in advance for your anticipated cooperation, I am,

Very truly yours,

LAW OFFICES OF CHARLES F. DECKER

S/ Charles F. Decker

Charles F. Decker

CFD/amw
enclosures

SIGNED IN HIS ABSENCE
TO AVOID DELAY

CH
7/29/97

FILED

97 JUL 28 PM 3:32

SECRET
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

A SHARPENING CENTER, INC.

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

ARTICLE I. NAME

The name of this corporation is A Sharpening Center, Inc.

ARTICLE II. DURATION

The corporation shall exist perpetually commencing on the date of the filing of these Articles.

ARTICLE III. PRINCIPAL PLACE OF BUSINESS

The principal place of business for this corporation will be 2820 21st Avenue North, St. Petersburg, Florida 33713.

ARTICLE IV. PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the State of Florida.

ARTICLE V. CAPITAL STOCK

The corporation is authorized to issue 100 common shares of One Dollar (\$1.00) par value stock.

ARTICLE VI. PREEMPTIVE RIGHTS GRANTED

Every shareholder, upon the sale for cash by this corporation

of any new capital stock of the same kind, class or series as that which he or she already holds, shall have the preemptive right to purchase his or her prorata share thereof (as nearly as may be done without the issuance of fractional shares).

ARTICLE VII. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation are: Deborah D. Doane, 10507 31st Avenue East, Palmetto, Florida, 34221.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director 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 name and address of the initial directors of this corporation are:

Thomas J. Pridham
2005 42nd Avenue North
St. Petersburg, Florida 33714

ARTICLE IX. CUMULATIVE VOTING

At the election for directors, every shareholder entitled to vote in the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of his shares or by distributing the votes on the same principle among any number of candidates.

ARTICLE X. RESTRICTIONS ON TRANSFER OF STOCK

Shares held or acquired by the shareholders of the corporation may not be resold or otherwise transferred to other persons unless

first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, those shares may be offered and sold; shall be further specified by written agreement among all the shareholders and this corporation.

ARTICLE XI. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Thomas J. Pridham.

ARTICLE XII. INDEMNIFICATION

This corporation shall indemnify any officer, or any former officer, to the full extent permitted by law.

ARTICLE XIII. AMENDMENT

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

IN WITNESS WHEREOF, I, the undersigned incorporators have executed these Articles of Incorporation on this 24 day of July, 1997.

Sign: Thomas J. Pridham
Print Name: Thomas J. Pridham

STATE OF FLORIDA

COUNTY OF PINELLAS

Before me, a notary public authorized to take acknowledgments in Pinellas County, Florida, personally appeared Thomas J. Pridham, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed such

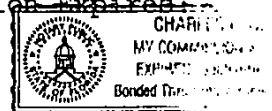
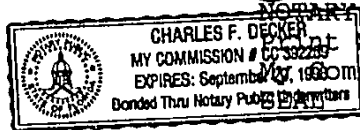
instrument.

IN WITNESS WHEREOF, I set my hand and seal this 24 May 1997.

FILED

TALLAHASSEE, FLORIDA

Charles F. Decker



ACCEPTANCE OF REGISTERED AGENT

I HEREBY AGREE as registered agent to accept service of process for the above-named corporation and to comply with the applicable provisions of Florida law relative to office hours and the posting of registered agent names.

Sign: *Deborah D. Doane*
Print Name: Deborah D. Doane

This Document prepared by:
Charles F. Decker, Esquire
10709B Gulf Boulevard
Treasure Island, Florida 33706
813/360-2001