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LAW OFFICES OF CHRISTOPHER A. ROCHE
PORT OF MARCO VILLAGE
221 ROYAL PALM DRIVE
MARCO ISLAND, FLORIDA 34145

Christopher A. Roche
Attorney at Law

Telephone (941) 389-0700
Facsimile (941) 389-0800

September 12, 1997

VIA U.S. PRIORITY MAIL

Florida Department of State
Qualifications/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

300002295323--3
-09/17/97--01054--015
****122.50 ****122.50

EFFECTIVE DATE
9-10-97

Re: Filing Articles of
Incorporation for A CUT
ABOVE, INC.

Gentlemen:

Enclosed please find the Articles of Incorporation for A CUT ABOVE, INC. together with a check in the amount of \$122.50 made payable to your order to cover filing related fees. Request is made that a certified copy of the articles be returned to this office.

Thank you for your time and efforts in this matter.

Sincerely,

Christopher A. Roche

Christopher A. Roche

③

*Dmc
9/18/97*

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
97 SEP 17 AM 8:50

FILED

ARTICLES OF INCORPORATION
OF

A CUT ABOVE, INC.

In compliance with the requirements of F.S. undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

FILED

97 SEP 17 AM 8:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Chapter 607

ARTICLE I

The name of the corporation ("Corporation") is A Cut Above, Inc.

ARTICLE II

The existence of the Corporation shall begin five business days prior to the date of filing of the Articles of Incorporation with the Department of State, State of Florida.

ARTICLE III

This Corporation is to exist perpetually.

EFFECTIVE DATE
9-10-97

ARTICLE IV

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation with the exception that the Corporation may not engage or transact in any unlawful activity or business not permitted by the laws of the State of Florida.

ARTICLE V

The street address of the principal office of the Corporation is 1011 Dill Court, Marco Island, FL 34145.

ARTICLE VI

The maximum number of shares this Corporation is authorized to issue is 1,000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VII

The initial street address of the Corporation's registered office is 1011 Dill Court, Marco Island, FL 34145. The initial registered agent for the Corporation at that address is Gary Bero.

ARTICLE VIII

The initial board of directors shall consist of two members. The names and addresses of the persons who will serve on the initial board of directors are:

Name	Address
Gary Bero	1011 Dill Court Marco Island, FL 34145
Sheila Pecsénye	185 Delbrook Way Marco Island, FL 34145

ARTICLE IX

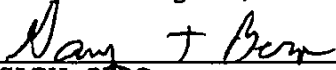
The names and street addresses of the persons signing these Articles of Incorporation are:

Name	Address
Gary Bero	1011 Dill Court Marco Island, FL 34145
Sheila Pecsénye	185 Delbrook Way Marco Island, FL 34145

ARTICLE X

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29 day of August, 1997.



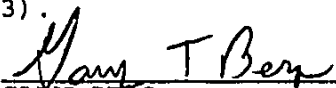
GARY BERO



SHEILA PECSENYE

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for A Cut Above, Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



GARY BERO

Date: August 29, 1997

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