

10/23/97

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FROM: ENGLISH, MCCAUGHAN & O'BRYAN, P.A.
CONTACT: DEBRA H CHRYSTIE
PHONE: (954)462-3300

ACCT#: 076067004147

FAX #: (954)763-2439

NAME: FLORIDA CUTTING TOOLS & INDUSTRIAL EQUIPMENT
AUDIT NUMBER.....H97000017636
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 23, 1997

ENGLISH, MCCAUGHAN & O'BRYAN, P.A.

SUBJECT: FLORIDA CUTTING TOOLS & INDUSTRIAL EQUIPMENT, INC.
REF: W97000024173

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation.

The registered agent and street address must be consistent wherever it appears in your document.

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION
OF

SEC. STATE
TALLAHASSEE, FLORIDA

FLORIDA CUTTING TOOLS & INDUSTRIAL EQUIPMENT, INC.
A FLORIDA CORPORATION

The undersigned, acting as Incorporator of FLORIDA CUTTING TOOLS & INDUSTRIAL EQUIPMENT, INC., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is FLORIDA CUTTING TOOLS & INDUSTRIAL EQUIPMENT, INC. and the street address of the Initial principal office of the Corporation is 921 Monticello Avenue, Davle, Florida 33325.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of \$0.10 par value Common Stock.

PREPARED BY: Scott R. Austin, Esquire
English, McCaughan & O'Bryan, P.A.
100 Northeast Third Avenue, Suite 1100
Fort Lauderdale, Florida 33301
(954) 462-3300
Florida Bar No. 434140

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ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301, and the name of the Initial Registered Agent of the Corporation at that address is EMO Corporate Services, Inc.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one Director to hold office until the first Annual Meeting of Shareholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The name and address of the initial Director of the Corporation are:

<u>Name</u>	<u>Address</u>
Alvaro Zuluaga	921 Monticello Avenue Davie, Florida 33325

ARTICLE VI


INCORPORATOR

The name and address of the Incorporator of the Corporation is Scott R. Austin, Esquire, English, McCaughan & O'Bryan, P.A., 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23rd day of October, 1997.



SCOTT R. AUSTIN, Incorporator

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

SEC.
TALLAHASSEE, FLORIDA

Having been named as Registered Agent to accept service of process for FLORIDA CUTTING TOOLS & INDUSTRIAL EQUIPMENT, INC. at the place designated in the foregoing Articles of Incorporation, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as Registered Agent.

EMO CORPORATE SERVICES, INC.,
Initial Registered Agent

Dated: October 23, 1997

By: Patrice A. Hunter
PATRICE A. HUNTER, Assistant
Secretary

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