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PRO SHARP, INC.
2001 SEWARD AVENUE, SUITE 2
NAPLES, FLORIDA 34109

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****122.50 ****122.50

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

Re: Filing of Articles of Incorporation for PRO SHARP, INC.

Dear Sirs:


I enclose the original of the Articles of Incorporation for PRO SHARP, INC. Further enclosed is my check in the amount of \$122.50 payable to the Florida Department of State.

Please file the original of the Articles and return your receipt and Certified Copy.

If you have any further questions or require additional information, please do not hesitate to contact me.

Thank you for your assistance in this matter.

Very truly yours,



DAVID E. ST. DENNIS, PRESIDENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 OCT 31 AM 11:41

FILED

5
DSD/cl

Enclosures

Fees as follow:

Certified Copy
Filing Fee for Articles
Registered Agent

EFFECTIVE DATE

11-1-97

DMC
11-3-97

FILED

97 OCT 31 AM 11:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PRO SHARP, INC.
2001 SEWARD AVENUE, SUITE 2
NAPLES, FLORIDA 34109

EFFECTIVE DATE

11-1-97

The undersigned, for the purposes of forming a Corporation under Section 607.164 of the Florida General Corporation Act, do hereby certify as follows:

ARTICLE I
Corporate Name and Address

The name of the corporation is PRO SHARP, INC. and the street address of the Corporation is:

2001 SEWARD AVENUE, SUITE 2
NAPLES, FLORIDA 34109

ARTICLE II
Corporate Purposes

The Corporation is organized to function as tool sharpening and any related business services and to otherwise engage in any activity or business permitted under the laws of the United States of America and in the state of Florida.

ARTICLE III
Authorized Stock

The aggregate number of shares of the Corporation shall be 50,000, of which 1,000 are to be issued as voting common stock with a par value of \$1.00.

ARTICLE IV
Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the state of Florida shall be:

2001 SEWARD AVENUE, SUITE 2
NAPLES, FLORIDA 34109

The name of the initial registered agent of the corporation at the registered office shall be: LYNNE K. KEMP

ARTICLE V
Initial Board of Directors

The initial board of Directors of the Corporation shall be comprised of three people. The name and address of the initial Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
DAVID E. ST. DENNIS	1084 - FOREST LAKES DR. #205 NAPLES, FLORIDA 34105
LYNNE K. KEMP	964 SUMMERFIELD DRIVE NAPLES, FLORIDA 34120
FLOYD D. NEUBAUER	964 SUMMERFIELD DRIVE NAPLES, FLORIDA 34120

ARTICLE VI
Incorporator

The name and address of the Incorporator of the Corporation is:


LYNNE K. KEMP
964 SUMMERFIELD DRIVE
NAPLES, FLORIDA 34120

ARTICLE VII
Commencement of Existence

The Corporation shall be deemed to commence on the 1st day of NOVEMBER, 1997.

ARTICLE VIII
Duration

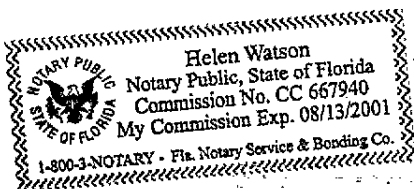
The term of existence of the Corporation is perpetual.
IN WITNESS WHEREOF, the undersigned, as Incorporator has
executed the foregoing Articles of Incorporation this 28TH
day of OCTOBER, 1997.


LYNNE K. KEMP
Incorporator

STATE OF FLORIDA

COUNTY OF COLLIER

Before me personally appeared, LYNNE K. KEMP, personally
known to be the person described as Incorporator and who
executed the foregoing Articles of Incorporation and
acknowledged before me that she subscribed to these Articles of
Incorporation this 28TH day of OCTOBER, 1997.




Notary Public, HELEN WATSON
My Commission Expires: 8-13-2001

ACCEPTANCE OF REGISTERED AGENT

FOR


PRO SHARP, INC.

FILED

97 OCT 31 AM 11:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, LYNNE K. KEMP, having signed the within as registered agent of PRO SHARP, INC. (the Corporation) at the registered address of 2001 SEWARD AVENUE, SUITE 2; NAPLES, FLORIDA 34109 do hereby agree as the registered agent to accept service of process, to keep an office of the Corporation open during the prescribed hours, and to post my name, LYNNE K. KEMP, and that of any officer of the Corporation authorized to accept service of process at the above Florida designated address, in some conspicuous place in the office of the Corporation as required by law.


LYNNE K. KEMP
Registered Agent