

Law Office of

LUCILO RAMOS, JR., P.A.

POST OFFICE BOX 144818, CORAL GABLES, FL 33114-4818
TELEPHONE (305) 669-1744 / TELEFACSIMILE (305) 229-1422

June 5, 1998

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

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-06/08/98--01062--015
****122.50 ****122.50

Re: Accesso Cutting Tools, Inc.

Dear Sir or Madam:

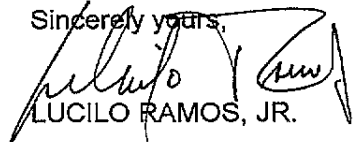
Enclosed are the original and one copy of the Articles of Incorporation and the original and one copy of the Designation and Acceptance of Registered Agent for ACCESSO CUTTING TOOLS, INC. Enclosed, as well, is our \$122.50 check for the following:

Certified Copy	52.50
Registered Agent Designation	35.00
Filing Fees	35.00
TOTAL	\$122.50

Upon your receipt and filing of the documents, please send me, at the Coral Gables mailing address stated above on our letterhead, a certified copy of the Articles of Incorporation.

Thank you for your cooperation.

Sincerely yours,


LUCILO RAMOS, JR.

LR/cmp
Enclosures

FILED
98 JUN -8 PM 12:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA



**Articles of Incorporation
OF
ACCESSO CUTTING TOOLS, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation:

**ARTICLE I
NAME**

The name of the Corporation is ACCESSO CUTTING TOOLS, INC.

**ARTICLE II
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III
NATURE OF BUSINESS**

The nature of the business to be conducted by the Corporation is:

1. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act;
2. To engage in the purpose and exportation of cutting tools; and
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares which the Corporation has authority to issue is one hundred (100), all of which shall be common stock having a par value of ONE DOLLAR (\$1.00) per share.

**ARTICLE V
PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

**ARTICLE VI
REGISTERED OFFICE**

The street address of the initial registered office of the Corporation is:

6187 NW 167 Street, H-12
Miami, Florida 33015

The name of the registered agent at such address is:

CELSO CASSIANO

**ARTICLE VII
PRINCIPAL OFFICE**

The initial street address of the principal office of the Corporation in the State of Florida is:

6187 NW 167 Street, H-12
Miami, Florida 33015

**ARTICLE VIII
DIRECTORS**

The initial board of directors of the Corporation shall consist of one (1) member. Changes in the number of members comprising the board of directors shall be made by amendment to the Corporation's bylaws.

The name and address of the sole member of the first board of directors is:

NAME

ADDRESS

IRANY FERREIRA DA SILVA

6187 NW 167 Street, H-12
Miami, Florida 33015

**ARTICLE IX
INCORPORATOR**

The name and address of the incorporator is:

NAME

ADDRESS

IRANY FERREIRA DA SILVA

6187 NW 167 Street, H-12
Miami, Florida 33015

**ARTICLE X
INDEMNIFICATION**

The Corporation shall indemnify any officer or director to the full extent permitted by law.

**ARTICLE XI
REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN
OTHER PREINCORPORATION EXPENSES; ADOPTION OF CONTRACTS**

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. The Corporation further authorizes its director to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The director of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

**ARTICLE XII
RIGHT TO AMEND ARTICLES OF INCORPORATION**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any writing inferred upon the shareholders shall be subject to this reservation.

11 IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this day of May, 1998



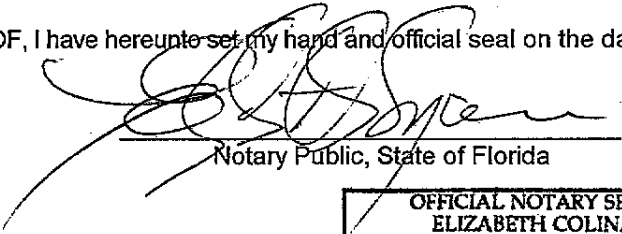
IRANY FERREIRA DA SILVA

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

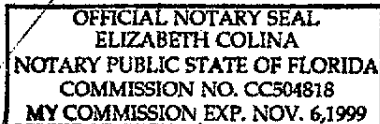
ON THIS 11 day of May, 1998, before me, a notary public duly authorized in the State and County last aforesaid, personally appeared IRANY FERREIRA DA SILVA, known to me to be the person whose name is subscribed to the above Articles of Incorporation, and who acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year aforesaid.

My Commission Expires:



Notary Public, State of Florida



**CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

ACCESSO CUTTING TOOLS, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED IN THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED **CELSO CASSIANO**, LOCATED AT **6187 NW 167 STREET, H-12, MIAMI, FLORIDA 33015**, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS.

ACCESSO CUTTING TOOLS, INC.

By: _____

IRANY FERREIRA DA SILVA, Incorporator

DATE May 11, 98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

CELSO CASSIANO

DATE May 11, 98

FILED
98 JUN -8 PM 12:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA