

P99000013871

PAUL J. ENANDER
7116 SADDLE CREEK WAY
SARASOTA, FLORIDA 34241

February 10, 1999

Division of Corporations
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

300002771363--2
-02/10/99-01044-007
*****87.50 *****87.50


Re: MetalMax Cutting Tools, Inc.

Dear Sir:

Enclosed are the original and one copy of the Articles of Incorporation for MetalMax Cutting Tools, Inc., and a check for \$87.50 to cover the Articles of Incorporation, Certified copy of the Articles of incorporation and the filing of approval of the resident agent. Please call me at 800-882-2627 if you have any questions.

Thank you for your cooperation in this matter.

Sincerely,


Paul J. Enander

Enclosures

Dmc
2/12/99

FILED
99 FEB 10 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

99 FEB 10 AM 8: 31

ARTICLES OF INCORPORATION
OF
MetalMax Cutting Tools, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE: CORPORATE NAME

The name of this corporation is MetalMax Cutting Tools , Inc.

ARTICLE TWO: DURATION

The terms of existence of this corporation shall be perpetual, commencing upon filing of these articles.

ARTICLE THREE: PURPOSE

This corporation is organized for the following purposes:

1. Sale, manufacture and export of manufacturing supplies.
2. Import of legal products for resale in the United States.
3. To engage in and transact any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE FOUR: CAPITAL STOCK

This corporation is authorized to issue 7500.00 shares of common stock having a par value of \$1.00 per share.

ARTICLE FIVE: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2951 63 rd Ave. East, Bradenton Florida 34203 and the name of the initial registered agent of this corporation at that address is Paul J. Enander.

ARTICLE SIX: INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one. The name and address of the initial directors of this corporation are:

Paul J. Enander
7116 Saddle Creek Way
Sarasota, Florida 34241

Peter M. Browning
13281 Heather Ridge Loop
Fort Myers, Florida 33912

ARTICLE SEVEN: INCORPORATOR

The name and address of the person signing these Articles of Incorporation, as the Incorporator, is Paul J. Enander, 7116 Saddle Creek Way, Sarasota, Florida 34241.

ARTICLE EIGHT: BYLAWS

The bylaws of this corporation may be adopted by the Board of Directors or the Shareholders, and the bylaws of this corporation may be amended, altered or repealed by the Board of Directors or the shareholders.

ARTICLE NINE: BUSINESS ADDRESS


The mailing address for this corporation is:

MetalMax Cutting Tools, Inc.
2951 63rd Ave. East
Bradenton, FL 34203

ARTICLE TEN: AMENDMENT OF ARTICLES OF INCORPORATION

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

IN WITNESS WHEREOF the undersigned incorporator has subscribed his name this 9 day of Feb., 1999.

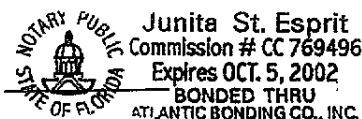

Paul J. Enander, Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

On this 9th day of FEB., 1999 before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Paul J. Enander, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged that he executed the same for the purposes therein contained.


Notary Public

My commission Expires:



FILED

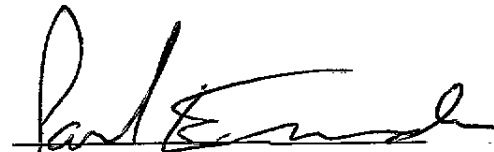
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


I, Paul J. Enander, residing in the county of Sarasota, State of Florida, and whose street address is 7116 Saddle Creek Way, Sarasota, Florida 34241, having been appointed as registered agent by the Articles of Incorporation of MetalMax Cutting Tools, Inc., hereby accepts appointment as said registered agent.

DATED this 9 day of Feb, 1999.


Paul J. Enander, Registered Agent

SWORN TO AND SUBSCRIBED

before me this 9th day
of FEB, 1999.


Notary Public

My commission Expires:

 Junita St. Esprit
Commission # CC 769496
Expires OCT. 5, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.