

P99000020614

AAA ACCOUNTING GROUP INC.  
275 NW Fontainebleau Blvd # 130  
Miami, Florida, 33172  
telephone: 305 225 8066 fax 305 553 2900

January 27 1999.

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

100002737001--3  
-01/11/99--01128--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Subject: The Cutting Edge Corporation  
Ref: number W99000000897  
Letter number: 199A00001674

Attn: Ms. Carolyn Batten

With reference to your letter of January 13 (copy attached) attached the present, you will find the Articles of Incorporation of Unlimited Cutting Corporation which is the new number selected in replacement of our original request.

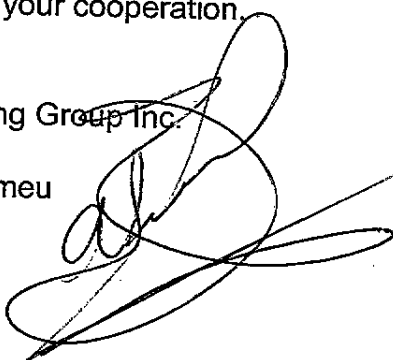
The incorporation of Unlimited Cutting Corporation we hope be in effect.

Thank you for your cooperation.

AAA Accounting Group Inc.

Antonio A. Romeu

AR/jll...



EFFECTIVE DATE

1-28-99

99 JAN 11 AM 7:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

CLB  
3-5-99  
7



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 13, 1999

A.A.A. ACCOUNTING GROUP, INC.  
275 NW FONTAINEBLEAU BLVD., #130  
MIAMI, FL 33172

SUBJECT: THE CUTTING EDGE CORP.  
Ref. Number: W99000000897

We have received your document for THE CUTTING EDGE CORP. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

As per my telephone conversation with your office I am returning the Articles.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6930.

Carolyn Batten  
Document Specialist

Letter Number: 199A00001674

**ARTICLES OF INCORPORATION**

**OF**

**UNLIMITED CUTTING CORPORATION**

EFFECTIVE DATE  
1-28-99

**FILED**  
99 JAN 11 AM 7:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers of those articles of incorporation, each a natural person, competent to contract, hereby associated themselves together to form a corporation under the laws of the State of Florida.

**ARTICLE 1. NAME:**

The name of the corporation is:

**UNLIMITED CUTTING CORPORATION**

**ARTICLE II; DURATION**

This Corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these articles.

**ARTICLE III; PURPOSE**

The purpose is to engage in any activities or business permitted under the laws of the United States and or the State of Florida.

**ARTICLE IV. CAPITAL STOCK.**

This corporation is authorized to issue 1000 shares of one dollar (\$1.00) per value common stock, which shall be designated "Common Shares"

**ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT.**

The name and address of the initial registered agent and office is as follows:

MANUEL VARGAS  
5585 NW 72 AVE  
MIAMI, FLORIDA, 33166



ARTICLE VI. CORPORATION PRINCIPAL OFFICE.

The address of the Corporation principal office is:

5585 NW 72 AVE  
MIAMI, FLORIDA, 33166

ARTICLE VII.. INITIAL BOARD OF DIRECTORS

The Corporation shall have TWO (2) Director (s) initially. The number of directors may be eighter increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law but shall be never be less than one.

The name and address of the initial board of directors of this corporation are:

MANUEL VAARGAS  
(President)  
5585 NW 72 AVE  
MIAMI, FLORIDA, 33166




MERCEDES VARGAS  
(Vice President - Secretary)  
5585 NW 72 Ave  
MIAMI, FLORIDA, 33166



## ARTICLE VIII. INCORPORATION.

The name and address of the Incorporator signing these articles of incorporation are:

**MANUEL VARGAS  
5585 NW 72 AVE  
MIAMI, FLORIDA, 33166**

  
Signature of Incorporator

## ARTICLE IX. AMENDMENT OF ARTICLES.

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto and any right conferred on the shareholders subject to this reservation.

## ARTICLE X. PRE EMPTIVE RIGHTS.

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued. (Where or not to presently authorized) including shares from the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XI. REMOVAL OF DIRECTORS.

At a meeting of shareholders called expressly for that purpose, any one director of the entire board of directors may be removed with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.

ARTICLE XII. Indemnification.

The corporation may be empowered to indemnify any office or director in the manner set out and provided pursuant to the provisions of Section 607-014 of the Florida Statutes, as amended.

ARTICLE XIII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and approved at a stockholders meeting by a majority of the shares entitled to vote thereon.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATION  
EXECUTED THESE ARTICLES OF INCORPORATION AT THIS TWENTY  
EIGHT (28) OF JANUARY OF 1999.

BEFORE ME, The undersigned authority, personally appeared:

MR. MANUEL VARGAS.. TO me knows to be the person who executed the foregoing Articles of Incorporation and he acknowledge to and before me that he executed such instrument.

Sworn and subscribed before me on this \_\_\_\_\_  
Florida Driver License No. v 622-540-51-094-0

Notary Public  
Of Florida, my commission  
Expires \_\_\_\_\_

FILED  
99 JAN 11 AM 7:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATED REGISTERED AGENT AND REGISTERED OFFICE:

Pursuant to the provisions of section 607-0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1.- The Name of the Corporation is:

UNLIMITED CUTTING CORPORATION

2.- The name and address of the registered agent and office is:

MANUEL VARGAS  
5585 NW 72 AVE  
MIAMI, FLORIDA, 33166

Having been named as Registered Agent and to accept service of process for the above stated corporation and the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligation of my position as registered agent.

Signature:

*Manuel Vargas*

Date:

*1/28/99*