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GREGORY J. RITTER

MITCHEL CHUSID*

KEITH A. GOLDBLUM

OF COUNSEL:

WARREN J. KOZLOW

CAROLYN ANNE PICKARD

*Also Admitted in New York

March 10, 1999

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

Re: Cutters, Inc.

800002805928--7
-03/15/99-01099-015
*****78.75 *****78.75

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation for Cutters, Inc., together with our office check in the amount of \$78.75 payable to the Secretary of State, representing the filing fees.

Please return the certified copy to my attention.

Should you have any questions, please contact me. Thank you for your prompt attention to this matter.

Very truly yours,

Cynthia C. Mendoza

Cynthia C. Mendoza
Legal Assistant to Mr. Ritter

Enclosures

/cm

FILED
99 MAR 15 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAR 26 1999

058900006850

ARTICLES OF INCORPORATION

OF

CUTTERS ENTERPRISES, INC.

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be:

Cutters Enterprises, Inc. (the "Corporation")

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TALLAHASSEE, FLORIDA

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

A. The total authorized capital stock of the Corporation is one thousand (1,000) shares of Common Stock, par value One Dollar (\$1.00) per share.

B. Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro

rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IV
TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE V
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of the Corporation in the State of Florida is 4379 S.W. 10th Place, Deerfield Beach, Florida 33442. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VI
NUMBER OF DIRECTORS

The Corporation shall have not less than one (1) Director.

ARTICLE VII
FIRST BOARD OF DIRECTORS

The names and street addresses of the initial members of the Board of Directors are:

Annalisa Bruno
4379 S.W. 10th Place
Deerfield Beach, Florida 33442

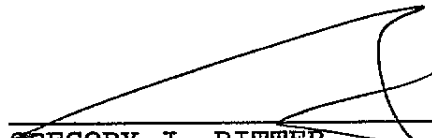
ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation Gregory J. Ritter, Esq., Ritter Chusid Bivona & Cohen, LLP, 7000 West Palmetto Park Road, Suite 400, Boca Raton, Florida 33433.

ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 7000 West Palmetto Park Road, Suite 400, Boca Raton, Florida 33433, and the name of the initial registered agent of the Corporation at that address is Gregory J. Ritter, Esquire.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10th day of March, 1999.

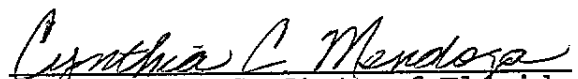


GREGORY J. RITTER

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 10th day of March, 1999, by Gregory J. Ritter, Esq., as incorporator to these Articles, who is personally known to me or who has produced _____ as identification and who did not take an oath.

My Commission Expires:



NOTARY PUBLIC, State of Florida
Print name: Cynthia C. Mendoza



Cynthia C. Mendoza
MY COMMISSION # CGS77318 EXPIRES
August 27, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING REGISTERED OFFICE
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:

Cutters Enterprises, Inc. , a corporation being organized under the laws of
the State of Florida, designates 7000 West Palmetto Park Road,
Suite 400, Boca Raton, Florida 33433, as its registered office and
has named GREGORY J. RITTER as its agent to accept service of
process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for **CUTTERS ENTERPRISES,
INC.** at the place designated in this Certificate, I hereby agree to
act in such capacity and agree to comply with the provisions of
said Act with respect to keeping such office open.

By: 

REGISTERED AGENT

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99 MAR 15 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA