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LAW & BUSINESS CENTER
STIRLING PLAZA
6700 1/2 STIRLING RD.
HOLLYWOOD, FL 33024
(954)894-8904

May 26, 1999

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

300002891049--6
-06/01/99-01108-010
*****78.75 *****78.75

Re: All Cuts, Inc.

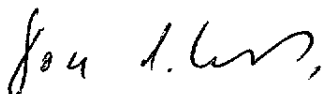
Dear Sirs:

Enclosed please find two original Articles of Incorporation and two original Certificates of designation of Registered Agent.

Kindly file and forward a filed copy to Law & Business Center, 6700 1/2 Stirling Rd., Hollywood, FL 33024.

I am enclosing a money order in the amount of \$78.75 to cover your fee.

Truly yours,



Jose F. Carreto

Enclosures
JFC/mr

FILED
1999 JUN -1 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUN -7 1999

FILED

1999 JUN -1 AM 11: 01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator (s), of a corporation pursuant to Section 607, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the Corporation shall be:

ALL CUTS, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

*12 Sunset Drive
Hollywood, Fl 33021*

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 shares no par value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:


*Donald E. Walker
12 Sunset Drive
Hollywood, Fl 33021*

ARTICLE V INCORPORATORS

The name and address (es) of the incorporator (s) to these Articles of Incorporation are:

*Donald E. Walker
12 Sunset Drive
Hollywood, Fl 33021*

The undersigned incorporator (s) has (have) executed these Articles of Incorporation this 26th day of May, 1999.


Donald E. Walker

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

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.

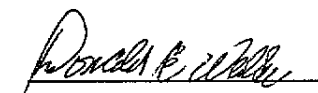
The name of the Corporation is:

ALL CUTS, Inc.

The name and address of the registered agent and office is:

Donald E. Walker
12 Sunset Drive
Hollywood, Fl 33021

Having been named as registered agent and to accept service of process for the above stated Corporation at 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 obligations of my position as registered agent.


Donald E. Walker

Date: 05/26/99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1999 JUN -1 AM 11: 01

FILED