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PICK-UP WAIT MAIL

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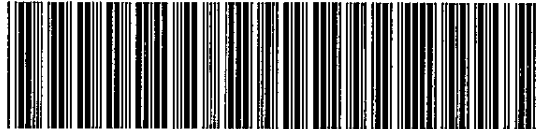
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2004 MAY -3 A 8:28

FILED

OFFICE OF STATE REGISTRATIONS
TALLAHASSEE, FLORIDA

04 MAY -3 AM 9:23

RECEIVED

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

The Sand Box, Inc.

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

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ARTICLES OF INCORPORATION

OF

The Band Box, Inc.

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2004 MAY - 3 A 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **The Band Box, Inc.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is **3736 NE Skyline Drive, Jensen Beach, FL 34957.**

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is five thousand (5,000) shares having no par value per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is **Carlyle G. Weber, 3726 NE Skyline Drive, Jensen Beach, FL 34957.**

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Your Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

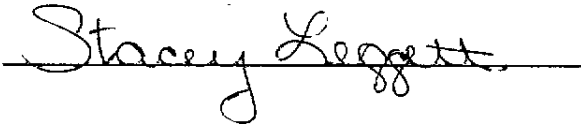
ARTICLE VI: OFFICERS AND DIRECTORS

The name and address of the initial Board of directors is **Carlyle Weber, Barbara Silver, 3736 NE Skyline Drive, Jensen Beach, FL 34957.**

ARTICLE VII: INDEMNIFICATION

The Corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law currently in effect or hereinafter enacted.

The undersigned has executed these Articles of Incorporation this 3rd day of May 2004. Your Capital Connection, Inc., by Stacey Leggett, Client Representative

A handwritten signature in cursive script that reads "Stacey Leggett". The signature is written in black ink and is positioned above a solid horizontal line that extends to the right of the signature.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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: The Band Box, Inc.

2. The name and street address of the registered agent and office is: Carlyle G. Weber,
3726 NE Skyline Drive, Jensen Beach, Florida 34957.

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.

Carlyle G. Weber

Registered Agent: Carlyle G. Weber

Date: 4/19/04

2004 MAY -3 A 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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