

P980000006338

FedEx USA Airbill FedEx Tracking Number **800152405690**

1 From
 Date 1/6/98 Sender's FedEx Account Number 1880-5006-9
 Sender's Name Emilio Alvarez Phone (305) 594-1190
 Company MAIL BOXES INC
 Address 9737 NW 41ST ST
 City MIAMI State FL ZIP 33178

Office Use Only

2 Your Internal Billing Reference Information
 000002392450-9
 -01/07/98-01051-013
 ****122.50 ****122.50

3. _____ (Corporation Name) _____ (Document #)
 4. _____ (Corporation Name) _____ (Document #)

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Certified Copy
- Certificate of Status
- Photocopy

FILED
 98 JAN 20 PM 2:11
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Note: Called and requested mailing of next to address in articles

Examiner's Initials _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 9, 1998

EMILIO ALVEREZ
MAIL BOXES INC
9737 NW 41ST STREET
MIAMI, FL 33178

SUBJECT: EI CORPORATION
Ref. Number: W98000000594

We have received your document for EI CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 998A00001437

98 JAN 20 PM 4:08
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

EI CORPORATION

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is EI Corporation. The principal address of the Corporation is 5785 S.W. 48 Street, Miami, Florida 33155.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles with the Secretary of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue FIVE HUNDRED shares of ONE AND 00/100 Dollar par value common stock, which shall be designated "Common Shares", fully paid and non-assessable, all of which shall be common stock, and the same shall be issued and sold for such consideration as may be fixed by the Board of Directors hereof. Said shares of stock shall be issued, sold, or transferred only in accordance with the By-Laws of the corporation as the corporation may from time to time make, with a lien at all times reserving in favor of the corporation for any indebtedness which may be due at any time by the holders of same to the corporation, and such lien shall be superior to all liens of any character, and all assignments and transfers of stock of this corporation shall be subject thereto.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class of 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 VI - INITIAL REGISTERED OFFICE AND AGENT AND
PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The street address of the initial registered office of the corporation in the State of Florida is 5785 S.W. 48 Street, Miami, Florida 33155 and the name of the initial registered agent of this Corporation at that address is EMILIO A. ALVAREZ.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially. The number of Directors may be either increased or diminished from time to time in accordance with the By-Laws, but shall never be less than one. The name and address of each initial Director of this corporation is:

EMILIO A. ALVAREZ 5785 S.W. 48 Street
Miami, Florida 33155

ARTICLE VIII - INCORPORATOR

The name and address of the person or persons signing these Articles of Incorporation is:

EMILIO A. ALVAREZ 5785 S.W. 48 Street
Miami, Florida 33155

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Shareholders.

ARTICLE X - AMENDMENT

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

ARTICLE XI - CALLING OF SPECIAL MEETINGS

Special Meeting of Shareholders may be called by anyone of the persons or groups below:

- A. The Board of Directors.
- B. The holders of not less than one-half of all the shares entitled to vote at the meeting.
- C. Such other persons or groups as may be authorized in the Articles of Incorporation or the By-Laws.

ARTICLE XII - SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at the meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter, shall be the act of the shareholders.

ARTICLE XIII - APPROVAL OF SHAREHOLDERS
REQUIRED FOR MERGER

The approval of a majority of the shareholders of this Corporation to any plan of merger shall be required in every case, whether or not approval is required by law.

ARTICLE XIV - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, as follows:

- A) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.
- B) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property of any interest therein, wherever situated.
- C) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- D) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.141.
- E) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals or direct or indirect obligations of the United States or of any other government, State, territory, governmental district or municipality, or of any instrumentality thereof.

- F) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue it's notes, bonds, and other obligations by mortgage or pledge of all or any of it's property, franchises and income.
- G) To lend money for it's corporate purposes, invest and reinvest it's funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- H) To conduct it's business, carry on it's operations, and have offices and exercise the powers granted by this Act within or without this State.
- I) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.
- J) To make and alter By-Laws, not inconsistent with it's Articles of Incorporation or with the Laws of this State, for the administration and regulation or the affairs of the Corporation.
- K) To make donations for the public welfare of for charitable, scientific, or educational purposes.
- L) To transact any lawful business which the Board of Directors shall find will be in aid or governmental policy.
- M) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any and all of it's directors, officers and employees of it's subsidiaries.
- N) To be a promoter, incorporator, partner, member, associate, or manager of the corporation, partnership, joint venture, trust, or other enterprises.
- O) To have and exercise all powers necessary or convenient to effect it's purposes.

ARTICLE XV - DIRECTOR QUORUM AND VOTING

A majority of the Directors shall constitute a quorum for a meeting of Directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting shall be the act of the Board of Directors.

ARTICLE XVI - MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

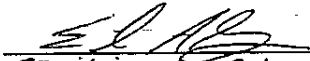
ARTICLE XVII -- ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this corporation may take action by unanimous written consent as provided by law.

ARTICLE XVIII - INDEMNIFICATION

The Corporation shall indemnify any officers or directors, or any former officers or directors, to the full extent permitted by law.

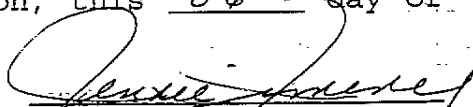
IN WITNESS WHEREOF, the undersigned executed the foregoing Articles of Incorporation this 6th day of January, 1998.


EMILIO A. ALVAREZ

STATE OF FLORIDA)
COUNTY OF DADE)

 1/20/98

BEFORE ME, the undersigned authority, personally appeared Emilio A. Alvarez, known to me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me the execution of the foregoing Articles of Incorporation, this 06 day of January, 1998.


NOTARY PUBLIC, State of
Florida at Large.

My commission expires: ..

 JENNIE JIMENEZ
COMMISSION # CC 5800S2
EXPIRES JUN 09, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE OF REGISTERED AGENT

OF

EI CORPORATION

In compliance with section 48.091, Florida Statutes, the following is submitted:

That EI Corporation, desiring to organize or qualify under the laws of the state of Florida, with its principal place of business at City of Miami, State of Florida, has named Emilio A. Alvarez, located at 5785 S.W. 48 Street, Miami, Florida, 33155, as its agent to accept service of process within Florida.

EI Corporation

By: *E. A. Alvarez*
Emilio A. Alvarez

Title: President *1/20/98*

Date: January *20*, 1998

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: *E. A. Alvarez*
Emilio A. Alvarez

Date: January *20*, 1998

FILED
98 JAN 20 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA