

P00000034639



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 651198 7167535

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR -5 PM 2:09

ORDER DATE : April 5, 2000

ORDER TIME : 10:19 AM

ORDER NO. : 651198-005

400003196874--2

CUSTOMER NO: 7167535

CUSTOMER: Mr. Scott Hoffman
RODRIGUEZ & ANGELO
RODRIGUEZ & ANGELO
Suite 4000, Riverwalk Plaza
333 North New River Drive East
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: STOCKBOX.COM, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

RECEIVED
00 APR -5 PM 12:15
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

8-4/5/00

ARTICLES OF INCORPORATION

of

Stockbox.com, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR -5 PM 2:09

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation (hereinafter referred to as "Corporation") shall be:

Stockbox.com, Inc.

The address of the principal office of this Corporation in the state of Florida shall be 10971 SW 42 Place, Davie, Florida 33328 and the mailing address of the Corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$0.01 par value per share.

ARTICLE IV. PREEMPTIVE RIGHTS

This Corporation elects to grant preemptive rights to the initial shareholder(s).

ARTICLE V. REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be 1201 Hays Street, Tallahassee, Florida 32301 and the name of the initial registered agent at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All Corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation.

The number of directors constituting the initial Board of Directors of the Corporation is one which may be increased by the bylaws.

The name and address of the member of the initial Board of Directors of the Corporation is as follows:

David J. Holt
10971 SW 42 Place
Davie, Florida 33328

ARTICLE VII. INDEMNITY

The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be in a capacity entitling such person to be indemnified, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

Rodriguez & Angelo, P.A.
333 North New River Drive East, Suite 4000
Fort Lauderdale, Florida 33301

IN WITNESS WHEREOF, the undersigned agent of Rodriguez & Angelo, P.A., has executed on behalf of Rodriguez & Angelo, P.A. on April 4th, 2000.

RODRIGUEZ & ANGELO, P.A.

By: 
Its Agent, Scott W. Hoffman, Esq.

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

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.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper Date: 4-5-00

(Printed Name) _____

**Deborah D. Skipper
as its agent**

(Printed Title) _____

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