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May 31, 2001

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

600004375736--2  
-06/07/01--01075--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: IN A BOX, INC.

Dear Sir or Madam:

We are enclosing Articles of Incorporation for the subject corporation together with our firm check in the amount of \$78.75 to cover the following fees:

\$35.00 - Filing Fee  
8.75 - One Certified Copy  
35.00 - Registered Agent

Once the Articles have been filed, please return a certified copy of the Articles together with your letter of acknowledgment to me in the enclosed self-addressed, stamped envelope.

If there is a problem with the enclosed filing, please contact me.

Thank you for your assistance in this matter.

Very truly yours,

LIVINGSTON, PATTERSON,  
STRICKLAND & WEINER, P.A.

*April A. Haley*

April A. Haley  
Corporate Legal Assistant

FILED  
01 JUN -7 AM 9:46  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

T. Burch JUN 12 2001

ARTICLES OF INCORPORATION OF  
IN A BOX, INC.

Article I - Name

The name of this corporation is In A Box, Inc.

Article II - Capital Stock

This corporation is authorized to issue 10,000 shares of one-cent par value common stock.

Article III - Mailing Address and Principal Office

The mailing address of the corporation is 46 North Washington Blvd., #1, Sarasota, Florida 34236, and the principal office of the corporation is 4744 Country Manor Drive, Sarasota, Florida 34233-1866.

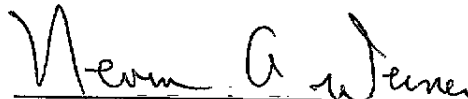
Article IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 46 North Washington Blvd., #1, Sarasota, Florida, 34236 and the name of the initial registered agent of this corporation at that address is Nevin A. Weiner.

Article V - Incorporator

The name and address of the person signing these Articles is Nevin A. Weiner, 46 North Washington Blvd., #1, Sarasota, Florida, 34236.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 31<sup>st</sup> day of May, 2001.



NEVIN A. WEINER

Incorporator

in a box\articles of incorporation

01 JUN -7 AM 9:46  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

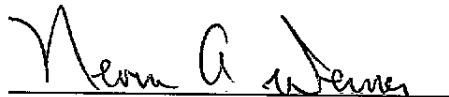
**NOTICE OF APPOINTMENT OF REGISTERED AGENT,  
ACCEPTANCE, AND DESIGNATION OF CORPORATE OFFICE**

01 JUN -7 AM 9:46  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

The undersigned, NEVIN A. WEINER, having a street address of 46 North Washington Blvd., #1, Sarasota, Florida 34236, having been appointed by the directors of IN A BOX, INC., as registered agent, states as follows:

1. The address of the registered agent shall be 46 North Washington Boulevard, Suite 1, Sarasota, Florida 34236, and shall notify the Department of State of any change in address of this office or the name of the registered agent at this address.
2. He accepts the appointment and consents to serve as registered agent of the corporation pursuant to Section 617.023, Florida Statutes.

  
NEVIN A. WEINER

in a box\acceptance of registered agent