

PD10000077241
MacLean and Ema

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Board Certified Tax Attorney
*also admitted in Kentucky

July 5, 2001

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

Re: Box, Inc.

Gentlemen:

We enclose herewith the following items, in order to have the above-referenced corporation filed in the Florida corporate records.

1. Original Articles of Incorporation for Box, Inc. (With copy to evidence filing); and

We would ask that you file these instruments for us as soon as possible a check covering the State's fees is enclosed. The certified copy can come back to me by regular mail.

If you should have any questions, or require anything further, please do not hesitate to contact our office.

Very truly yours,

MacLEAN and EMA

Lisa K. Johnson
Legal Assistant

LKJ/hs
Enc/as noted

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

W01/5859

D. WHITE AUG 7 2001 ✓



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 11, 2001

MACLEAN AND EMA
2600 NE 14TH ST CSWY
POMPANO BCH, FL 33062

Lisa Johnson
(954) 785-7900 or 1900

RECEIVED
JUL 13 2001
MACLEAN AND EMA

SUBJECT: BOX, INC.
Ref. Number: W01000015859

We have received your document for BOX, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 001A00040808

ARTICLES OF INCORPORATION
OF

TERENCE O'CONNOR ARCHITECT, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be TERENCE O'CONNOR ARCHITECT, INC. The address of the principal office of this corporation shall be 520 N.E. 20th Street, Ste. 814, Wilton Manors, Florida 33305.

ARTICLE II
COMMENCEMENT-DURATION

Corporation existence shall commence upon the filing of these Articles of Incorporation. The duration of TERENCE O'CONNOR ARCHITECT, INC. shall be perpetual.

ARTICLE III
PURPOSE

The general purposes for which TERENCE O'CONNOR ARCHITECT, INC. is organized are:

A. To engage in the professional practice of architecture; to investigate, evaluate, plan, and design the construction or erection of buildings, structures, and other projects; to provide professional advice on any such construction; and to supervise and inspect construction for the purpose of assuring conformity with plans and specifications. The corporation shall carry out the purposes indicated above through licensed or otherwise lawfully authorized architects.

B. To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of TERENCE O'CONNOR ARCHITECT, INC., be advantageously carried on in connection with, or ancillary to, the foregoing business.

C. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV
AUTHORIZED SHARES

The aggregate number of shares which TERENCE O'CONNOR ARCHITECT, INC. is authorized to issue is 500. Such shares shall be common stock of a single class and have a par value of one dollar (\$1.00) per share.

ARTICLE V
PRINCIPAL AND REGISTERED OFFICE AND AGENT

The street address of the initial principal and registered office of TERENCE O'CONNOR ARCHITECT, INC. is 520 N.E. 20th Street, Ste. 814, Wilton Manors, Florida 33305 and the name of its initial Registered Agent at such address is TERENCE O'CONNOR.

ARTICLE VI
OFFICERS AND DIRECTORS

The number of Directors of TERENCE O'CONNOR ARCHITECT, INC. shall not be less than one (1), and the number of Directors constituting the initial Board of Directors of TERENCE O'CONNOR ARCHITECT, INC. is one (1). The names and addresses of the people who are to serve as the initial Board of Directors and as the initial Officers of TERENCE O'CONNOR ARCHITECT, INC. are as follows:

TERENCE O'CONNOR Director/President/Secretary/Treasurer
520 N.E. 20th Street, Ste. 814, Wilton Manors, Florida 33305

ARTICLE VII
INCORPORATOR

The Incorporator of TERENCE O'CONNOR ARCHITECT, INC. is TERENCE O'CONNOR whose address is 520 N.E. 20th Street, Ste. 814, Wilton Manors, Florida 33305.

ARTICLE VIII
CUMULATIVE VOTING

In all elections for directors, every shareholder shall have the right to vote, in person or by proxy, for the number of shares owned by him, for as many persons as there are directors to be elected, or to cumulate said votes, and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or distribute them on the same principal among as many candidates as he shall think fit.

ARTICLE IX
PREEMPTIVE RIGHTS

Each shareholder of TERENCE O'CONNOR ARCHITECT, INC. shall be entitled to full preemptive rights to purchase his pro rata share of any future issue of the unissued or treasury shares of the corporation, or any securities of TERENCE O'CONNOR ARCHITECT, INC. convertible into or carrying a right to subscribe to or acquire share of any such unissued or treasury shares, at the same price and terms at which said shares are being offered for issue.

ARTICLE X CHANGE OF CORPORATE FORM

The affirmative vote of a majority of the issued and outstanding shares of TERENCE O'CONNOR ARCHITECT, INC., shall be required to amend these Articles of Incorporation, or to approve the merger or consolidation of TERENCE O'CONNOR ARCHITECT, INC. with any other corporation, or to sell, lease, encumber or convey all or substantially all of the assets of TERENCE O'CONNOR ARCHITECT, INC., or to voluntarily dissolve, liquidate or wind up its affairs.

ARTICLES XI SHAREHOLDERS AGREEMENTS

Notwithstanding the provisions of these Articles of Incorporation, the shareholders of TERENCE O'CONNOR ARCHITECT, INC. and the Corporation shall have the power to enter into an agreement or agreements which relate to any phase of the affairs of TERENCE O'CONNOR ARCHITECT, INC. The provisions of said agreement may include, but shall not be limited to, the following:

A. The voting of shares in TERENCE O'CONNOR ARCHITECT, INC., and the procedure by which shares in the Corporation are to be voted, including the naming of the persons to be elected Directors and/or Officers of the Corporation.

B. The limitation of the business affairs of TERENCE O'CONNOR ARCHITECT, INC. or its purposes and powers to specified activities or enterprises.

C. The management of the business affairs of TERENCE O'CONNOR ARCHITECT, INC. and the division of the profits of the Corporation.

D. Restrictions on the transfer of shares of stock in TERENCE O'CONNOR ARCHITECT, INC.

E. The right and power of TERENCE O'CONNOR ARCHITECT, INC. or the shareholders of the Corporation to purchase the stock of any shareholder upon the proposed sale or other transfer of said stock, the retirement, death, disability, or insolvency of a shareholder, or any other agreed upon event.

F. Modification of the provisions of Article X or the establishment of procedures

by which changes in corporate form shall be effected.

Said Agreement(s) shall be in writing and shall be executed by the shareholders to be bound thereby. TERENCE O'CONNOR ARCHITECT, INC. is hereby empowered to become a party to any such Agreement and shall be bound by the provisions thereof if a party. Said Agreement(s), if executed by all of the shareholders and the Corporation, shall control any conflicting provisions of Statute, these Articles of Incorporation, the Bylaws of the Corporation, and any prior agreement among the parties thereto.

EXECUTED by the undersigned Incorporator on this 27th day of July, 2001.

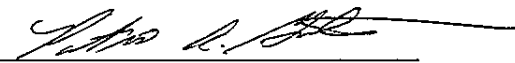


TERENCE O'CONNOR ARCHITECT ARCHITECT

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

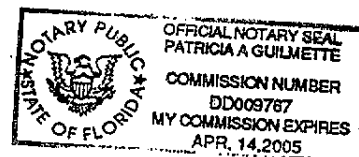
BEFORE ME, the undersigned authority, personally appeared TERENCE O'CONNOR, to me well known or who produced his Florida Drivers License as identification and known to me to be the Incorporator of TERENCE O'CONNOR ARCHITECT, INC., and he acknowledged to and before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 27th day of July, 2001.

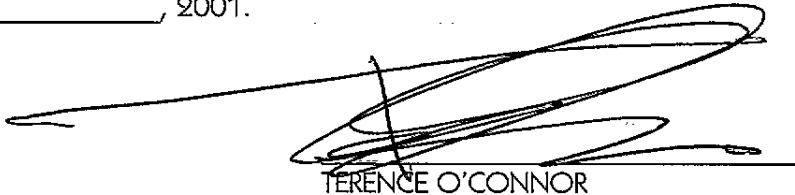


Notary Public

My Commission Expires: 4-14-2005



I, TERENCE O'CONNOR, having been appointed Registered Agent of TERENCE O'CONNOR ARCHITECT, INC., do hereby agree to act in this capacity and to comply with the provisions of all statutes relative to the proper and complete performance of my duties this 27th day of July, 2001.



TERENCE O'CONNOR

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SECRETARY OF STATE
TALLAHASSEE FLORIDA