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NOTE: Please provide the original and one copy of the articles.

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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

March 1, 2002

LAW OFFICE OF JOHNNY D. DRIZIS 850 CLEARWATER-LARGO RD SW LARGO, FL 33770

SUBJECT: FOXY BOXERS, INC. Ref. Number: W02000005936

We have received your document for FOXY BOXERS, 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):

You must list the corporation's principal office and/or a mailing address in the 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) 245-6933.

Dale White Document Specialist New Filings Section

Letter Number: 402A00012568

D. C. C. B. C. D. C. D. C. C. Tollaharra Florida 39314

ARTICLES OF INCORPORATION

FILED 02 MAR 25 PM 2: 19

OF

SECRETARY OF STATE TALLAHASSEE FLORIDA

FOXY BOXERS, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

Article I - Name

The name of this corporation shall be FOXY BOXERS, INC., with its principle office at Tall Pines Business Center, 2300 Tall Pines Drive Unit 125, Largo, FL 33771.

Article II - Purpose

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

Article III - Capital Stock

This corporation is authorized to issue twenty thousand (100,000) shares of no par value common stock.

Article IV - Initial Registered Office and Agent

The initial street address of the corporation's registered office is 850 Clearwater-Largo Road SW, Largo, Florida, 33770. The initial registered agent for the corporation at that address is Johnny D. Drizis P.A.

Article V - Initial Board of Directors

This corporation shall have one (1) director, initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The names and addresses of the initial director of this corporation shall be:

Name	Address
Rick McIntosh	Tall Pines Business Center 2300 Tall Pines Drive Unit 125 Largo, FL 33771

Article VI - Incorporator

The name and street address of the incorporator of these articles of incorporation is:

Name	Address
Rick McIntosh	Tall Pines Business Center 2300 Tall Pines Drive Unit 125 Largo, FL 33771

Article VII - Bylaws

The initial bylaws of the corporation shall be adopted by the Board of Directors at the organizational meeting; thereafter, the power to adopt, alter, amend or repeal the bylaws shall be vested in the shareholders of the corporation.

Article VIII - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

Article IX - Directors' Residency and Compensation

Directors of this corporation must be residents of the State of Florida.

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation.

Article X - Amendment

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these

Articles of Incorporation this $\rightarrow 1$ day of March, 2002.

Rick McIntoch

STATE OF FLORIDA) COUNTY OF PINELLAS)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared RICK MCINTOSH, known to me or produced and is the person who executed the foregoing the following identification-Articles of Incorporation; and he acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 212day of March 2002

Whara C. bhitain

State of Florida at Large

My Commission Expires:

Barbara C. McLain MY COMMISSION # CC838571 EXPIRES

REGISTERED AGENT CERTIFICATE

FOXY BOXER INC., desiring to organize under the laws of the State of Florida. with its registered office, as indicated in the Articles of Incorporation, in the County of Pinellas, State of Florida, has named JOHNNY D. DRIZIS ESQUIRE, located at 850 Clearwater-Largo Road SW Largo, Florida 33770, as its agent to accept service of process within this State.

ACCEPTANCE BY REGISTERED AGENT

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 the Florida General Corporation Act relative to keeping open said office.

ohnny D. Drizis, Esquire