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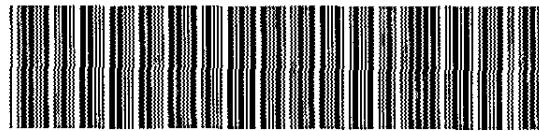
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**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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12/23/02 *Ronda*

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☒ FILING *Articles*

1.) NW Box USA, Inc.
(CORPORATE NAME & DOCUMENT #)

EFFECTIVE DATE

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS _____

EFFECTIVE DATE
12-18-02

**ARTICLES OF INCORPORATION
OF
NW BOX USA, INC.**

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the *Florida Statutes*, hereinafter referred to as the "Corporation", hereby agree to the following:

**ARTICLE I
Name and Address**

The name of the Corporation shall be **NW Box USA, INC.** and its mailing address is 2526 22nd Street North, St. Petersburg, Florida 33713.

**ARTICLE II
Purpose and Powers**

Section 1. The Corporation is formed for the purpose of:

(a) Technology company for the benefit of the public and such other related business; and

(b) Engaging in other lawful activity or business for which corporations may be incorporated pursuant to the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

**ARTICLE III
Term of Existence**

The Corporation shall have perpetual existence. Corporate existence shall commence on December 18, 2002, the date of execution and acknowledgment of these Articles of Incorporation, provided that these Articles of Incorporation are filed with the Secretary of State, Florida Department of State, within five (5) business days of such date. Otherwise, corporate existence shall commence on the date of filing of these Articles of Incorporation.

**ARTICLE IV
Capital Stock**

The authorized capital stock of the Corporation shall be ten thousand (10000) shares of common stock having a par value of \$1.00 per share.

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ARTICLE V
Preemptive Rights Granted

Each shareholder of the Corporation shall have the first right to purchase shares of the Corporation or securities convertible into such shares of the same class, kind or series as that which the shareholder already holds that may from time to time issued (whether or not presently authorized), including shares from the treasury of the Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares of outstanding exclusive of treasury shares. Any such preemptive right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

ARTICLE VI
Board of Directors

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as "Directors".

Section 2. The initial Board of Directors of the Corporation shall consist of five (5) Director(s), whose name(s) and address(es) is/are as follows:

<u>Name:</u>	<u>Address:</u>
Charles P. Caravana	2526 22nd Street North St. Petersburg, Florida 33713
Janet L. Caravana	2526 22nd Street North St. Petersburg, Florida 33713
Abdiel Richardson	2526 22nd Street North St. Petersburg, Florida 33713
Diego Perini	2526 22nd Street North St. Petersburg, Florida 33713
Nicola Vicentini	2526 22nd Street North St. Petersburg, Florida 33713

Section 3. The number of Director(s) shall be as provided in the Bylaws of the Corporation, but shall not be less than five(5).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VII **No Cumulative Voting**

At no election of Directors shall any shareholder entitled to vote at such election have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE VIII **Bylaws**

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provided that it shall be altered, amended, or repealed only by the shareholders.

ARTICLE IX **Amendments**

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

ARTICLE X **Registered Office and Agent**

Section 1. The street address of the initial registered office of the Corporation shall be 2526 22nd Street North, St. Petersburg, Florida 33713.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be **George L. Hayes III, Esquire.**

ARTICLE XI
Incorporator

The name and address of the incorporator is:

Name:

Address:

George L. Hayes III, Esquire

5959 Central Avenue, Suite #104
St. Petersburg, Florida 33710

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 20th day of December, 2002.

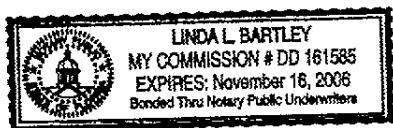


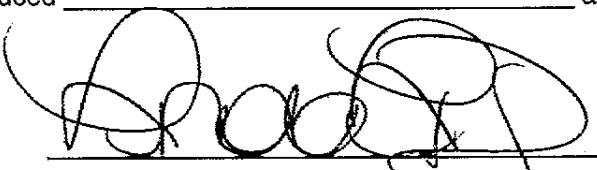
George L. Hayes III

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledge before me this 20th day of December, 2002, by **George L. Hayes III, Esquire**, who ☒ is personally known to me, or ☐ who has produced a Florida's driver license or identification card, or ☐ has produced _____ as identification.

My commission expires:





(Notary Public to sign on line above)

LINDA L. BARTLEY

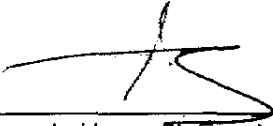
(Notary Public to print name on line above)

(NOTARY SEAL)

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ACCEPTANCE

I hereby accept to act as initial Registered Agent for NW Box USA, ^{INC.} a Florida corporation, as stated in these Articles of Incorporation.



George L. Hayes III, Esquire

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