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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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WAIT

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(Business Entity Name)

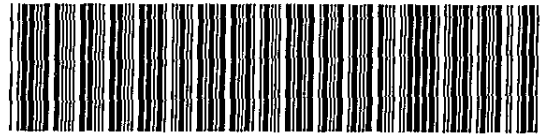
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl 32314

Date: MARCH 26, 2003

SUBJECT: FOXCO, INC.  
\_\_\_\_\_  
(proposed corporate name)

Enclosed are the ARTICLES OF INCORPORATION of the subject corporation. Our check for \$122.50 is enclosed..

FROM: BARRY FREEDMAN, PRES.  
FOXCO, INC.  
P.O. BOX 730564  
ORMOND BEACH, FL 32173

ARTICLES OF INCORPORATION

OF

FOXCO, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

FOXCO, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Place of business:

FOXCO, INC.  
c/o Barry Freedman  
7 BROADWATER DRIVE  
ORMOND BEACH, FL 32174

Mailing address:

FOXCO, INC.  
P.O. BOX 730564  
ORMOND BEACH, FL 32173

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 shares of common no-par value stock

ARTICLE IV - INITIAL REGISTERED AGENT & STREET ADDRESS

The name and address of the initial registered agent is:

BARRY FREEDMAN  
7 BROADWATER DRIVE  
ORMOND BEACH, FL 32174

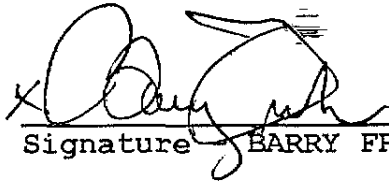
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ARTICLE V INCORPORATOR(S)

The name and street address of the incorporator to these Articles of Incorporation is:

BARRY FREEDMAN, PRES.  
FOXCO, INC.  
7 BROADWATER DRIVE  
ORMOND BEACH, FL 32174

The undersigned incorporator has executed these Articles of Incorporation this 26TH DAY OF MARCH, 2003

A handwritten signature in cursive script, appearing to read 'Barry Freedman', is written over a horizontal line.

Signature BARRY FREEDMAN, PRES.

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

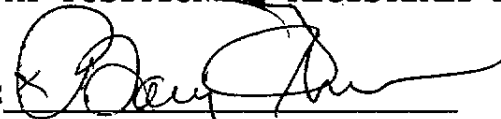
Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:  
FOXCO, INC.
2. The name and address of the registered agent and office is:  
BARRY FREEDMAN, PRES.  
FOXCO, INC.  
7 BROADWATER ROAD  
ORMOND BEACH, FL 32174

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE: MARCH 26, 2003

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