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To:

Division of Corporations  
Fax Number : (850)205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305)599-0839  
Fax Number : (305)716-0346

2005 NOV - 4 P 11:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**BOXMART INC.**

D. WHITE NOV - 7.2005

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF  
BoxMart INC.

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

ARTICLE I NAME

The name of the corporation shall be:

BoxMart INC.

The principal place of business of this corporation shall be:

5557 PACIFIC BLVD. #3906  
BOCA RATON FL 33433

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is 1000 Shares of one dollar (\$1.00) par value common stock. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954 as amended by the Small Business Tax Revision Act of 1958. All of said Stock shall be payable in cash or property other than stock or securities in lieu of cash at a just valuation to be determined by the Board of Directors.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

**ARTICLE V OFFICERS DIRECTORS**

The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successors are elected, are:

WILLIAM LORD  
5557 PACIFIC BLVD. #3906  
BOCA RATON FL 33433

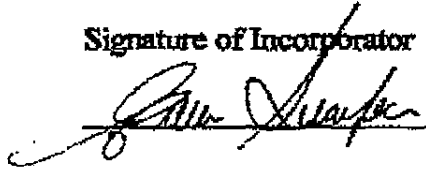
**ARTICLE VI INCORPORATOR**

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

GILLIAN LORD BREAKSPEARE, CPA LLC  
10913 NW 30 STREET #100  
MIAMI FL 33172-5029

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 4 day of NOVEMBER, 2005.

Signature of Incorporator

  
\_\_\_\_\_

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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, 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:

BoxMart INC.

2. The name and address of the registered agent and office is:

WILLIAM LORD  
5557 PACIFIC BLVD. #3906

BOCA RATON FL 33433

CITY/STATE/ZIP)

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

*William J Lord*

DATE

11/03/05