

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME

RI

ADDRES

PHONE ()

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE:

Box Export, Inc.

95 FEB 28 11 2 31

C.C. FEE.

DISBURSED

Capital Express™

Art. of Inc. File

Corp. Record Search

Ltd. Partnership File

Foreign Corp. File

() Copy (Copy)

Art. of Amend. File

Dissolution/Withdrawal

C U S -

Fictitious Name File

Name Reservation

Annual Report/Reinstatement

Reg. Agent Service

Document Filing

Corporate Kit

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

File No.'s, Copies

Courier Service

Shipping/Handling

Phone ()

Top Priority

Express Mail Prep.

FAX () pgs.

600001416866

-02/28/95--01006--019

***122.50 ***122.50

SUBTOTALS

FEE.....

\$

DISBURSED.....

\$

SURCHARGE.....

\$

TAX on corporate supplies.....

\$

SUBTOTAL.....

\$

PREPAID.....

\$

BALANCE DUE.....

\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

WALK-IN
Will Pick Up 2-28 120

ARTICLES OF INCORPORATION

FILED

OF

95 FEB 28 PM 12:03

BOX EXPORT, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 agrees to the following:

ARTICLE I - NAME

The name and mailing address of the Corporation BOX EXPORT, INC., 3407 58th Avenue West, Bradenton, Florida, 34210.

ARTICLE II - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under 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.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the Corporation shall be five hundred (500) shares of common stock having \$1.00 par value.

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 outstanding exclusive of treasury shares; provided, however, if said issuance of such shares or securities is for the purpose of the Corporation's acquisition of any asset essential or required to carry out or in furtherance of the business of the Corporation, which fact is determined by the Board of Directors of the Corporation, the shareholders of this Corporation shall have no preemptive rights, and the Corporation may issue such shares or securities for said asset. 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 - CUMULATIVE VOTING

At each election for Directors every shareholder entitled to vote at such election shall have the right to cumulate these 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 or her

shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE VII - 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 one (1) Director, whose name and address is as follows:

NAME	ADDRESS
ANTONIO G. ODY	3407 58th Avenue West Bradenton, FL. 34210

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one.

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

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 provide 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 1206 Manatee Avenue West, Bradenton, Florida, 34205.

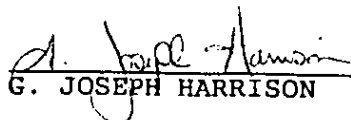
Section 2. The name of the initial registered agent of the Corporation located at said address shall be G. JOSEPH HARRISON.

ARTICLE XI - INCORPORATOR

The name and address of the incorporator is:

NAME	ADDRESS
G. JOSEPH HARRISON	1206 Manatee Avenue West Bradenton, FL. 34205

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 27 day of February, 1995.


G. JOSEPH HARRISON

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 27th
day of February, 1995, by G. JOSEPH HARRISON,

/ who is personally known to me,
— who has produced _____ as
identification,

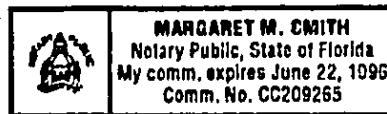
and who did take an oath, and who acknowledged to and before me
that he executed the same freely and voluntarily for the purposes
therein expressed.

(Notary Seal)

Margaret M. Smith
Signature

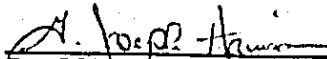
Print Name
NOTARY PUBLIC - STATE OF FLORIDA
Commission No. CC209265

My Commission Expires:



ACCEPTANCE

I hereby accept to act as initial Registered Agent for BOX
EXPORT, INC., as stated in these Articles of Incorporation.


G. JOSEPH HARRISON,
REGISTERED AGENT

FILED
95 FEB 28 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/27/95
c:\wp51\Box-Impo.Art