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March 30, 1995

* Member Florida and California Bars
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New Jersey Bars

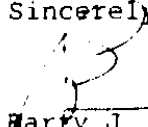
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

**Re: ARTICLES OF INCORPORATION
SURPRISE, IT'S A BOX, INC.**

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation as referenced above together with my check for the \$70.00 filing fee.

Sincerely yours,


Harry J. Fuller

BJF:srs
Encl.

*Per Suzie:
changing R.R. address*

NANCY HENDRICKS APR - 6 1995

ARTICLES OF INCORPORATION
OF
SURPRISE, IT'S A BOX!, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST

The name of the corporation is: **SURPRISE, IT'S A BOX!, INC.**

SECOND

The period of duration of the corporation is perpetual.

THIRD

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

FOURTH

The aggregate number of shares that the corporation shall have the authority to issue is 100,000 shares of common stock.

FIFTH

The initial street address in Florida of the initial registered office of the corporation is 1320 Harbor Road, Green Cove Springs, Florida 32043, and the name of the initial registered agent at such address is Melvin L. Yahre.

The principal place of business of this corporation is 1320 Harbor Road, Green Cove Springs, FL 32043.

SIXTH

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

SEVENTH

The name and address of the initial incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Melvin L. Yahre	3688 St. Andrews Court Green Cove Springs, FL 32043

EIGHTH

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the President or as Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

NINTH

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders meeting, with not less than a majority vote of the common stock.

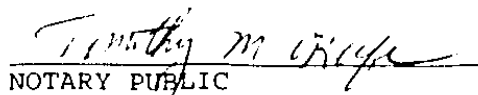
IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Orange Park, Clay County, Florida this 14th day of March 1995.


Melvin L. Yahre

**STATE OF FLORIDA
COUNTY OF CLAY**

Before me, the undersigned authority, personally appeared Melvin L. Yahre, to me well known to be the persons described in and who subscribed the above Articles of Incorporation, and did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes described therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 14th day of March, 1995 in the County and State aforesaid.


NOTARY PUBLIC

My Commission Expires:

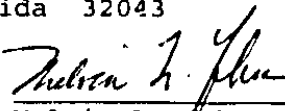
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, 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.

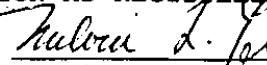
1. The name of the corporation is: SURPRISE, IT'S A BOX!, INC.

2. Name and address of the registered agent and office is:

Melvin L. Yahre
~~3688 St. Andrews Court~~ 1320 Huxton Rd
Green Cove Springs, Florida 32043


Melvin L. Yahre
Incorporator
March , 1995

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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Melvin L. Yahre
March , 1995