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TERMS: 96 FLORIDA DIVISION OF CORPORATIONS
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(((H96000002060))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: BOXCAR INDUSTRIES, INC. FAX AUDIT NUMBER: H96000002060 CURRENT
STATUS: REQUESTED DATE REQUESTED: 02/13/1996 TIME REQUESTED:
08:50:38 CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0 NUMBER OF
PAGES: 2 METHOD OF DELIVERY: MAIL ESTIMATED CHARGE: \$70.00
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96 FEB 13 AM 9:34
DIVISION OF CORPORATIONS

[Handwritten signature]

FILED
56 FEB 13 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
of
BOXCAR INDUSTRIES, INC.**

The undersigned, being natural persons and competent to contract, for the purpose of establishing a corporation under the provisions and subject to the requirements of the FLORIDA CORPORATIONS ACT, to hereby adopt and make the following Articles of Incorporation:

FIRST: The name of the corporate (hereinafter called the "Corporation") is:
BOXCAR INDUSTRIES, INC.

SECOND: The duration of the Corporation is perpetual.

THIRD: The general nature of the business to be transacted by the Corporation which shall include, without limitation, the transaction of any lawful business for which corporations may be incorporated under the Florida General Corporations Act.

FOURTH: The aggregate number of shares which the corporation has authority to issue is Ten Million (10,000,000.00) Shares shall be common shares without par value.

A. All of the aforementioned, capital stock, when issued shall be issued as fully paid for and as exempt from assessment;

FIFTH: The street address of the initial registered / principal office of the corporation is 1200 Clint Moore Road, Suite #3, Boca Raton, Florida 33487. Howard S. Danzig is the registered agent at that address.

SIXTH: The Board of Directors of this corporation shall consist of not fewer than one (1) director.

SEVENTH: The names and post office addresses of the first Board of Directors

<u>NAME</u>	<u>ADDRESS</u>
GUSTAV C. HOMNER	4904 Northwest 52nd Court Tamarac, Florida 33319

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by its stockholders, but shall never be less than one.

ARNOLD HECKER ATTORNEY
633 NE. 167 St. #501
NORTH MIAMI BEACH, FLA.
305-654-9330 33162
FLA. BAR # 0123430

EIGHTH: The name and address, including street addresses of the person subscribing this Certificate of Incorporation is as follows:

NAME
GUSTAV C. HOMNER

ADDRESS
4904 Northwest 52nd Court
Tamarac, Florida 33319

NINTH: From time to time, any of the provisions of these Articles of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Florida may be substituted in lieu thereof.

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 8th Day of February 1996.

Gustav C. Homner
GUSTAV C. HOMNER

Having been named as registered agent and to accept service for 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.

February 8, 1996

Harold S. Dwyer
Registered Agent
Telephone: (407) 894-1440

State of Florida
County of Palm Beach

I HEREBY CERTIFY, that on this day before me, a Notary Public, duly authorized in the State of Florida, County of Palm Beach, to take acknowledgments personally appeared Gustav C. Homner, to me known, to be the person described in and who executed the within Articles of Incorporation, and he acknowledged before me that he executed the same for the purpose therein contained.

WITNESS my hand and seal in the County of Palm Beach, State of Florida this 8th day of February, 1996.

Arnold S. Hecker
Notary Public

My Commission Expires:



OFFICIAL SEAL
ARNOLD S. HECKER
Notary Public
State of Florida
Commission No. 06 286301

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OFFICIAL SEAL
ARNOLD S. HECKER
Notary Public
State of Florida
Commission No. 06 286301