

Mark S. Hankins President 15 Sidonia Avenue, Sulla 2 Coral Gables, Florida 33134-3449

September 27, 1996

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

RE: Out of the Box, Inc.

200001960272 -10/01/96--01013--018 ****122.50

Dear Corporate Specialist:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, and funds of \$122.50 representing the filing fee, certificate fee and designation of registered agent fee for same.

Please do not hesitate to contact the undersigned if there are any questions or concerns.

Sincerely,

Mark Hankins

President

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ARTICLES OF INCORPORATION

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OF

OUT OF THE BOX, INC.

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is OUT OF THE BOX, INC.

SECOND: The period of its duration is perpetual.

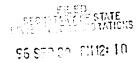
THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

<u>FIFTH:</u> The aggregate number of shares which the corporation shall have authority to issue is **ONE THOUSAND (1,000)**SHARES of capital stock, \$.001 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is one (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor(s) are elected and qualified is:

ARNIE WITCHEL 8591 Shady Glen Drive Orlando, Florida 32819



SEVENTH: The name and address of the incorporator is:

ARNIE WITCHEL 8591 Shady Glen Drive Orlando, Florida 32819

EIGHTH: The name and address of the initial registered agent and the initial registered office is:

ARNIE WITCHEL 8591 Shady Glen Drive Orlando, Florida 32819

NINTH: The principal office of the corporation is:

OUT OF THE BOX, INC. 8591 Shady Glen Drive Orlando, Florida 32819

DATED: September 17, 1996

ARNIE WITCHEL Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.

ARNIE WITCHEL