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T.D. ELLIS, JR. (1962)
SHERWOOD SPENCER (1996)

ROBERT B. BUTLER
W. TINSLEY ELLIS
WILLIAM S. SPENCER
MARK F. BUTLER
ROBERT PAUL KEELEY

JONATHAN E. BRODY
CHAPMAN L. SMITH, JR.
CHARLES S. KYRIAZOS*
JOHN C. PRIMEAU

*ALSO ADMITTED IN NEW YORK

March 24, 1997

Office of Secretary of State
Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

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-03/28/97--01051--004
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Re: *Starting Box, Inc.*

Dear Division of Corporations:

Enclosed for filing are the Articles of Incorporation and the Certificate of Designation of the Registered Agent and Registered Office for the above referenced corporation.

Also enclosed is a check in the amount of \$131.25 representing the following:

Filing Fee - Articles of Incorporation	\$ 35.00
Designation and Acceptance by Registered Agent	\$ 35.00
Certified Copy of Articles of Incorporation	\$ 52.50
Certificate of Status	\$ 8.75

Total	\$131.25

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97 MAR 28 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please return the certified copies of the Articles and the Certificate of Status to my office in the enclosed envelope.

Your prompt attention to this matter will be appreciated.

Very truly yours,

JOHN C. PRIMEAU

Enclosures

cc: Tony and Amanda Villella

ARTICLES OF INCORPORATION OF STARTING BOX, INC.

The undersigned incorporators hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporations Act.

Article I: Name

The name of the corporation shall be Starting Box, Inc.

Article II: Principal Office

The principal place of business and mailing address of this corporation shall be: 8231 S.W. 28th Street, Davie, FL 33328.

Article III: Shares

This corporation is authorized to issue a total of 1,000 shares of stock.

Article IV: Initial Registered Agent and Street Address

The name and address of the initial registered agent is:

JOHN C. PRIMEAU, ESQ.
c/o Ellis, Spencer & Butler
Emerald Hills Executive Plaza I
4601 Sheridan Street - Suite 505
Hollywood, FL 33024-3412

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

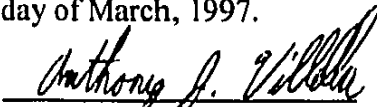
Article V: Incorporator

The names and street addresses of the incorporators to these Articles of Incorporation are:

Anthony J. Villella
8231 S.W. 28th Street
Davie, FL 33328

Amanda J. Villella
8231 S.W. 28th Street
Davie, FL 33328

26th The undersigned incorporators have executed these Articles of Incorporation this day of March, 1997.


Anthony J. Villella


Amanda J. Villella

**CERTIFICATE OF DESIGNATION OF THE REGISTERED
AGENT AND REGISTERED OFFICE OF
STARTING BOX, INC.**

Pursuant to the provisions of §607.0501, Florida Statutes, STARTING BOX, INC., a corporation organized under the laws of the State of Florida, submits the following statement in designating the registered agent and office in the State of Florida.

The name and address of the registered agent and office for the corporation is:

JOHN C. PRIMEAU, ESQ.
c/o Ellis, Spencer & Butler
Emerald Hills Executive Plaza I
4601 Sheridan Street - Suite 505
Hollywood, FL 33024-3412

FILED
MAR 28 PM 8:24
CLERK OF STATE
TALLAHASSEE, FLORIDA

Acceptance of Appointment of Registered Agent

Having been named as registered agent and to accept service of process for STARTING BOX, INC., 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.

Dated this 28th day of March, 1997.

BY: _____

JOHN C. PRIMEAU