

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

_____ of _____ No 53801

RE: Universal Box Ect,
Inc

PAID 100030240

C.C. FEE. DISBURSED

PHONE () _____

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

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

<input type="checkbox"/> Corp. Exp.	_____	_____
<input type="checkbox"/> A. Inc.	_____	_____
<input type="checkbox"/> Corp. and Search	_____	_____
<input type="checkbox"/> Ltd. Search File	_____	_____
<input type="checkbox"/> Corp. File	_____	_____
<input checked="" type="checkbox"/> () Corp. Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. File	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U S-	_____	_____
<input type="checkbox"/> Fictitious Name File	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s, _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone () _____	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prep.	_____	_____
<input type="checkbox"/> FAX () _____ pgs.	_____	_____
SUBTOTALS	_____	_____

300002132253-9
 04/03/97 01026 017
 *****70.00 *****70.00

97 APR +3 AM 10:57
 STATE
 FLORIDA

J 4/3

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	<i>MAP</i>	_____	_____

WALK-IN Will Pick Up *4/3 1100*

FEE.....	_____	\$
DISBURSED.....	_____	\$
SURCHARGE.....	_____	\$
TAX on corporate supplies.....	_____	\$
SUBTOTAL.....	_____	\$
PREPAID.....	_____	\$
BALANCE DUE.....	_____	\$

RECEIVED
 97 APR -3 AM 10:08
 STATE
 FLORIDA

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

MATHIS LAW FIRM, P.A.

POST OFFICE BOX 1567
ORLANDO, FLORIDA 32801
SUITE 216
5979 VINELAND ROAD
ORLANDO, FLORIDA 32819

JACINTA M. MATHIS
ATTORNEY AT LAW

TELEPHONENUMBER (407) 363-4519
FACSIMILENUMBER (407) 363-1558

April 1, 1997

Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation for
UNIVERSAL BOX, ECT., INC.

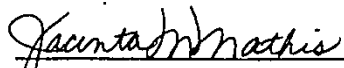
Dear Sir or Madam:

I have enclosed the Articles of Incorporation for the above referenced corporation together with our law firm's check in the amount of \$35.00 to cover the filing fees for the corporation and \$35.00 to cover the Registered Agent Designation for the corporation for a total of \$70.00.

Thank you in advance for your immediate attention to this matter. If you should have any questions or need any additional information, please do not hesitate to contact me at (407) 363-4519.

Very Truly Yours,

MATHIS LAW FIRM, P.A.



JACINTA M. MATHIS, ESQUIRE

JMM/sc

Enclosures: Original Articles of Incorporation for UNIVERSAL BOX, ECT., INC.
Mathis Law Firm, P.A. check # 6200 in the amount of \$70.00

ARTICLES OF INCORPORATION
OF
UNIVERSAL BOX ECT., INC.

FILED
97 APR -3 AM 10:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the Florida General Corporation Act, UNIVERSAL BOX ECT., INC. adopts the following Articles of Incorporation:

ARTICLE ONE
NAME

The name of this corporation is UNIVERSAL BOX ECT., INC. ("Corporation").

ARTICLE TWO
DURATION

The period of duration for this Corporation is perpetual.

ARTICLE THREE
PURPOSE

The purpose is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE FOUR
CAPITAL STOCK

The Corporation is authorized to issue Seven Thousand Five Hundred (7500) shares of common stock class, with a One Dollar (\$1.00) par value for each share.

ARTICLE FIVE
INITIAL REGISTERED OFFICE AND AGENT

The name and address of the registered agent are as follows:

Jacinta M. Mathis, Esquire
Mathis Law Firm, P. A.
Studio Plaza Building
5979 Vineland Road, Suite 216
Orlando, Florida 32819

**ARTICLE SIX
PRINCIPAL PLACE OF BUSINESS**

The principal office of the Corporation is:

1221 West Colonial Drive, Suite 100
Orlando, Florida 32804

**ARTICLE SEVEN
INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the Corporation in the manner provided by law, but the number of directors shall never be less than one (1).

The names and addresses of the initial directors of this Corporation are:

Samuel W. Butler
1221 West Colonial Drive, Suite 100
Orlando, Florida 32804

**ARTICLE EIGHT
INCORPORATORS**

The name and address of the Incorporator signing these Articles of Incorporation is:

Paula Denise Cox
Mathis Law Firm, P. A.
Studio Plaza Building
5979 Vineland Road, Suite 300
Orlando, Florida 32819

**ARTICLE NINE
NON-RESIDENT DIRECTORS**

Directors need not be residents of the State of Florida.

**ARTICLE TEN
DIRECTORS' AUTHORITY TO FIX COMPENSATION**

Directors shall have authority to fix the compensation of the officers of this Corporation.

**ARTICLE ELEVEN
AMENDMENT OF ARTICLES**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto. The power to adopt, amend or repeal the Articles of Incorporation of this Corporation shall be vested in the Board of Directors and upon a majority vote of the directors.

**ARTICLE TWELVE
INDEMNIFICATION**

The Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this Corporation.

**ARTICLE THIRTEEN
SHAREHOLDERS QUORUM AND VOTING**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative votes of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE FOURTEEN
REMOVAL OF DIRECTORS**

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

**ARTICLE FIFTEEN
INFORMAL ACTION OF DIRECTORS**

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the written evidence of their consent is filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE SIXTEEN
RESTRICTIONS ON TRANSFER OF STOCK**


Restrictions on the sale or transfer of the stock of this Corporation may be set forth in a buy-sell agreement.

PAULA D. COX
NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION EXPIRES 12/31/98

**ARTICLE SEVENTEEN
HEADING AND CAPTIONS**

The headings or captions of these Articles of Incorporation are inserted for convenience. They shall not have any force or effect and the interpretation of the various Articles shall not be influenced by the language of the headings or captions.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 22nd day of March 1997.

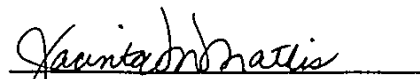


Paula D. Cox
Incorporator

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, personally appeared Jacinta M. Mathis, Esquire, to be known to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged to before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22nd day of March 1997.



NOTARY PUBLIC
My Commission Expires:

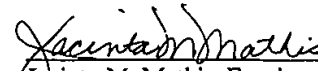
**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

UNIVERSAL BOX ECT., INC. (the "Corporation") desiring to organize as a domestic Corporation or qualify under the laws of the State of Florida has named and designated Jacinta Mathis as its registered agent to accept service of process within the State of Florida with its registered office at Studio Plaza Building, 5979 Vineland Road, Suite 216, Orlando, Florida 32819.

ACKNOWLEDGMENT

Having been named Registered Agent for the Corporation at the place designed in this Certificate, I agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 22nd day of March 1997.


Jacinta M. Mathis, Esquire
Registered Agent



JACINTA M. MATHIS
MY COMMISSION # 00071227 EXPIRES
MARCH 25, 1997
BONDED THROUGH TROY FLEMING, INC.

STATE OF FLORIDA
DEPARTMENT OF BANKING AND FINANCE
TALLAHASSEE, FLORIDA

97 APR -3 AM 10:58

FILED