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April 21, 1997

Department of State
Division of Corporations
The Capitol
Tallahassee, Florida 32304

7100002157357-4
-04/29/97--01151--006
***122.50 ***122.50

Re: BoxFlight Corp. corporate filing

Dear Sirs / Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is our firm's check in the amount of \$122.50, which represents payment of the following:

Filing Fee	\$ 35.00
Certified Copy Fee	\$ 52.50
Registered Agent Fee	\$ 35.00

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned at the letterhead address.

Thank you for your courtesies and your prompt attention to this matter.

Sincerely,

GILLIGAN & KING, P.A.

William Allan King
William Allan King

WAK/af
Enclosures

cc: Ron Wingerter

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

BoxFlight Corp.

ARTICLE I. - CORPORATE NAME

The name of this corporation is **BoxFlight Corp.**

ARTICLE II. - PURPOSE

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. - CAPITAL STOCK

The maximum number of shares that this Corporation is authorized to issue and have outstanding at any one time is 3500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. - DURATION

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

ARTICLE V. - REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Ron Wingerter

1018 SW 7th Ave, Gainesville, Florida 32601

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. - CORPORATION PRINCIPAL OFFICE.

The Corporation's principal office and the street address of this Corporation shall be 1018 SW 7th Ave, Gainesville, Florida 32601

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TALLAHASSEE, FLORIDA

ARTICLE VII. - BOARD OF DIRECTORS

This Corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. - INITIAL DIRECTORS

The name of the initial directors of this Corporation and their street address are:

Ron Wingerter 1018 SW 7th Ave, Gainesville, Florida 32601

Sandra Wingerter 2800 NE 63rd Street, Ocala, Florida 34479

Wendy Christ 2402 SE 29th Street, Ocala, Florida 34471

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. - INCORPORATOR

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

Ron Wingerter 1018 SW 7th Ave, Gainesville, Florida 32601

ARTICLE IX. - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles

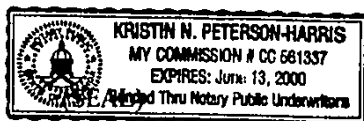
of Incorporation on this 17th day of April, 1997.

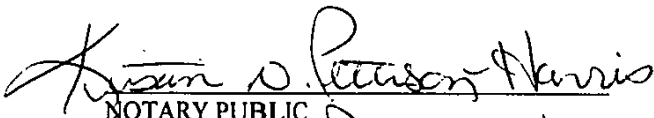
BoxFlight Corp.


Ron Wingerter
As Incorporator

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 17th day of April, 1997, by Ron Wingerter as an Incorporator of **BoxFlight Corp.**, a Florida corporation, on behalf of the corporation, who is personally known to me or who has produced a Florida driver's license Serial No. W526-739-69-0410 with an expiration date of 2-1-97 as identification.




NOTARY PUBLIC
Kristin N. Peterson-Harris
Printed Name of Notary Public
Commission No.: _____
My Commission Expires: _____

ACCEPTANCE OF REGISTERED AGENT

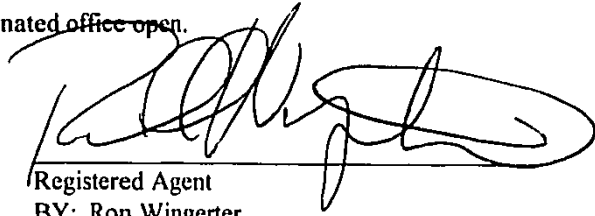
In Compliance with Section 48.091, Florida Statutes, the following is submitted:

That **BoxFlight Corp.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 1018 SW 7th Ave, Gainesville, Florida 32601, has named Ron Wingerter, as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place

designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



Registered Agent
BY: Ron Wingerter

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA