

(SAMPLE LETTER OF TRANSMITTAL)

Date

April 27, 1997

P97000039655

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re:

Boxx Investments, Inc.
(name of corporation)

000002161900--2
-05/01/97--01067--005
****122.50 ****122.50

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

John L. Jule
(individual's name)

Boxx Investments, Inc.
(name of corporation)

97 MAY -1 AM 11:12
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

FILED

MAILING ADDRESS OF CORPORATION

Boxx Investments, Inc.		
1540 SW 16th St, Ft Lauderdale		
Florida, 33312		
PHONE		
(954)	552-1546	
Area Code	Number	Ext.

*Hand
5/5/97*

ARTICLES OF INCORPORATION

of

Boxx Investments, Inc.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Boxx Investments, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five Hundred shares (500) of Common Stock Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	Monte Cahn		
ADDRESS	1540 S.W. 16th Street		
CITY	Fort Lauderdale	FLORIDA	ZIP 33312

The principal office, if known, or the mailing address of the corporation is:

NAME	Monte Cahn		
ADDRESS	1540 S.W. 16th Street		
CITY	Fort Lauderdale	FLORIDA	ZIP 33312

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	Monte Cahn		
ADDRESS	1540 S.W. 16th Street		
CITY	Fort Lauderdale	STATE Florida	ZIP 33312
NAME	Scott Bostic		
ADDRESS	501 Meadow Fidge Circle		
CITY	Birmingham	STATE Alabama	ZIP 35242
NAME			
ADDRESS			
CITY		STATE	ZIP


97 MAY -1 AM 11:12
FILED
TALLAHASSEE, FLORIDA


ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Monte Cahn		
ADDRESS	1540 S.W. 16th Street		
CITY	Fort Lauderdale	STATE	Florida ZIP 33312
NAME	Scott Bostic		
ADDRESS	501 Meadow Ridge Circle		
CITY	Birmingham	STATE	Alabama ZIP 35242
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 10th day of April, 19 97.


 _____ (Seal)


 _____ (Seal)

_____ (Seal)

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

Boxx Investments, Inc.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

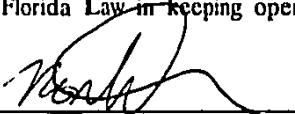
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 1540 S.W. 16th Street
Fort Lauderdale, Florida 33312

has named Monte Cahn
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(registered agent)