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Randall O. Reder

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July 28, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

600002252566--5
-07/30/97-01070-013
*****70.00 *****70.00

RE: Boxx & Rupp Sales, Inc.

Dear Sir or Madam:

Enclosed are the articles of incorporation for the formation of a new corporation, Boxx & Rupp Sales, Inc. Also enclosed is a check for \$70 for the filing fee.

I am submitting an extra copy of the articles of incorporation. Please stamp it with the date of filing and return to me. Thank you for your attention to this matter. If you have any questions, please give me a call.

Sincerely,

Randall O. Reder

RECEIVED
DIVISION OF CORPORATIONS
97 JUL 30 AM 9:26

8-1-97
WJS

ARTICLES OF INCORPORATION
OF
BOXX & RUPP SALES, INC.

SECRETARY OF STATE
FILED
DIVISION OF CORPORATIONS
97 JUL 30 AM 9:25

The undersigned hereby makes, subscribes, acknowledges, and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I
Name

The name of this corporation shall be Boxx & Rupp Sales, Inc.

ARTICLE II
Term of Existence and Fiscal Year

This corporation shall begin existence on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida, and shall have perpetual existence thereafter. This corporation shall have a fiscal year beginning January 1 and ending December 31 of each year.

ARTICLE III
Nature of Business

The general nature of the business to be transacted by this corporation, and the objects and purposes thereof, shall be to transact any or all lawful business under the laws of the State of Florida.

ARTICLE IV
Powers

This corporation shall have all powers conferred by the laws of the State of Florida upon corporations.

ARTICLE V
Capital Stock

This corporation is authorized to issue 100,000 shares of common voting stock. All or any part of said capital stock may be paid for in cash, in property, or in labor or services actually performed for the corporation. All stock shall be fully paid for when issued and shall be nonassessable.

ARTICLE VI
Shareholder's Rights

(a) Each share of stock in this corporation shall entitle the holder thereof to one vote at any meeting of the corporation's shareholders.

(b) There shall be no cumulative voting of the stock entitled to vote in the election of directors of this corporation.

(c) No holder of any class of stock of this corporation shall have any preemptive or preferential right to subscribe to, purchase, or receive any shares of any class of stock of the corporation, whether now or hereafter authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class of stock of the corporation issued or sold or proposed to be issued or sold or with respect to which options or warrants shall be granted; but all such shares of stock of any class or notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class may be issued and disposed of or sold by the Board of Directors on such terms and for such considerations, as far as may be permitted by law, and to such person or persons who are qualified to be shareholders as the Board of Directors may determine.

ARTICLE VII
Initial Registered Office and Agent

The name and street address of the initial registered agent of this corporation shall be Bernard A. Rupp, 5021 Chattam Ln., Tampa, FL 33624.

ARTICLE VIII
Principal Place of Business

The principal place of business of the corporation shall be located at 5021 Chattam Ln., Tampa, FL 33624, with such other place of business as may be determined and fixed by the Board of Directors from time to time.

ARTICLE IX Directors

This corporation shall initially have two (2) directors. The number of directors may be increased or decreased from time to time by the shareholders, provided that the corporation shall always have at least one director. The shareholders of the corporation may remove any director from office at any time with or without cause.

ARTICLE X
Officers

The names and post office addresses of the Officers of the corporation, who, subject to the provisions of the Bylaws and the laws of the state of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and qualified, are as follows:

Office **Name and Post Office Address**

President Bernard A. Rupp
Secretary 5021 Chattam Ln.

Tampa, FL 33624

Vice President John D. Boxx
Treasurer 2133 High Pines Rd.
Rocks Hill, SC 29732

ARTICLE XI
Initial Directors

The names and street addresses of the initial Directors of this corporation, who, subject to the provisions of the Bylaws and laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his successor is elected and qualified are Bernard A. Rupp, 5021 Chattam Ln., Tampa, FL 33624 and John D. Boxx, 2133 High Pines Rd., Rocks Hill, SC 29732.

ARTICLE XII
Names and Post Office Addresses of Subscribers

The names and post office addresses of the subscribers to the capital stock of this corporation and the number of shares each agrees to take, are as follows:

Name and Post Office Address	No of Shares
Bernard A. Rupp 50 5021 Chattam Ln. Tampa, FL 33624	
John D. Boxx 50 2133 High Pines Rd. Rocks Hill, SC 29732	

ARTICLE XIII
Transactions With Corporations

No contract or other transaction between this corporation and any other corporation, and no other contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any director or officer of this corporation is pecuniarily or otherwise interested in, any other corporation, or is a director or officer of any other corporation. Any director or officer individually, or any firm of which any director or officer may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any director or officer of this corporation who is also a director or officer of such other corporation or member of such firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or

transaction, with like force and effect as if he were not such officer or director of such other corporation or member of such firm, or not so interested.

ARTICLE XIV
Bylaws

(a) The power to adopt bylaws for this corporation, to alter, amend, or repeal said bylaws, and to adopt new bylaws shall be vested in the Board of Directors of this corporation.

(b) The bylaws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provisions of the State of Florida or of the United States.

ARTICLE XV
Amendment

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

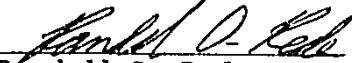
ARTICLE XVI
Incorporators

The name and post office addressee of the incorporator of this corporation is Randall O. Reder, 1319 W. Fletcher Ave., Tampa, FL 33613.

ARTICLE XIV
Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27 day of July, 1997.


Randall O. Reder

CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM SERVICE MAY BE MADE

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

That Boxx & Rupp Sales, Inc., desiring to organize under the laws of the State of Florida, has named Bernard A. Rupp, 5021 Chattam Ln., Tampa, FL 33624 as its agent to accept service of process within the State of Florida.

DATED this 25th day of July, 1997.

By Randall O. Reder
Randall O. Reder

97 JUL 30 PM 9:25
STATE
CORPORATIONS

ACCEPTANCE

Having been named to accept service of process for the above-named corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 25th day of July, 1997.

By: Bernard A. Rupp
Bernard A. Rupp