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FLORIDA DIVISION OF CORPORATIONS

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CONTACT: OUIDA FOX
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NAME: OUT OF THE BOX SOLUTIONS, INC.
AUDIT NUMBER.....H98000015358
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 5
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FAX AUDIT NO. H98000015358

ARTICLES OF INCORPORATION
OF
OUT OF THE BOX SOLUTIONS, INC.

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE
THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER
THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

NAME

The name of this corporation is OUT OF THE BOX SOLUTIONS, INC.

ARTICLE II

PURPOSE

This corporation may engage in any activity or business
permitted under the laws of the United States and of the State of
Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is
authorized to have outstanding at any time is 1,000 shares of
common stock of One and NO/100 (\$1.00) Dollars per share par value.

THIS INSTRUMENT WAS PREPARED BY:
EVELYN F. KUTTLE, ESQUIRE
HARRIS, BARRETT, MANN & DEW, L.L.P.
P.O. DRAWER 1441
ST. PETERSBURG, FL 33731-1441
(727) 892-3100
FBN: 0104846

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ARTICLE IV

DURATION

This corporation is to exist perpetually.

ARTICLE V

PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the corporation shall be located at 8336 40th Avenue North, St. Petersburg, Pinellas County, Florida 33709.

The name and street address of the initial registered agent of the corporation in the State of Florida is: Cindy E. Kuttler, 8336 40th Avenue North, St. Petersburg, Pinellas County, Florida, 33709. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) or more director(s) as provided by the By-Laws. Initially, this corporation shall have one (1) director, the names of whom is as follows:

NAME

ADDRESS

Cindy E. Kuttler

8336 40th Avenue North
St. Petersburg, FL 33709

FAX ADUIT NO. H98000015358

FAX ADUIT NO. H98000015358

ARTICLE VIIINCORPORATORS

The names and addresses of the incorporators of this corporation are:

NAMEADDRESS

Cindy E. Kuttler	8336 40th Avenue North
President/Secretary/ Treasurer	St. Petersburg, FL 33709

ARTICLE VIIICOMMENCEMENT OF CORPORATE EXISTENCE

The existence of this corporation shall commence upon filing with the Secretary of State's office.

ARTICLE IXINCORPORATORS

The names and addresses of the incorporators of this corporation are:

NAMEADDRESS

Cindy E. Kuttler	8336 40th Avenue North
	St. Petersburg, FL 33709

IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as Incorporator, by: CINDY E. KUTTLER.

Dated this 8th day of August, 1998.



CINDY E. KUTTLER

(Notary Signature to Follow)

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STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 8th
day of August, 1998, by CINDY E. KUTTLER, who is
personally known to me.

Joanna S. Storer
Printed Name:
Notary Public
My Commission Expires:
Serial Number:



Joanna S. Storer
MY COMMISSION # 00520218 EXPIRES
February 19, 2000
BONDED THIRD TROY FARM INSURANCE, INC.

FAX AUDIT NO. H98000015358

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First -- That OUT OF THE BOX SOLUTIONS, INC., desiring to
organize under the laws of the State of Florida with its principal
place of business in Pinellas County, Florida, has named Cindy E.
Kuttler, located at 8336 40th Avenue North, St. Petersburg,
Pinellas County, Florida 33709, as its agent to accept service of
process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.


CINDY E. KUTTLE
Registered Agent

maggie\016outof.art

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TALLAHASSEE, FLORIDA