

P98000075703

The Legal Center

August 21, 1998

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

Re: FOX ENTERPRISES INTERNATIONAL, INC.

Greetings:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-named corporation along with my check to cover the following expenses:

Filing Fee	\$35.00
Certificate of Status	8.75
Registered Agent Fee	35.00
TOTAL	\$78.75

Upon filing please call this office with date of filing and corporation number. Also, please return the enclosed copy of the articles with your stamp on it showing the filing date.

Cordially yours,

THE LEGAL CENTER

Dolores S. Maralik

Dolores S. Maralik

Attorney

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KWD/ps

Encl.

Dmc
8/31/98

FILED
98 AUG 27 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FOX ENTERPRISES INTERNATIONAL, INC.
(A Corporation for Profit)

FILED
98 AUG 27 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are signed and delivered by the undersigned for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

FOX ENTERPRISES INTERNATIONAL, INC.

ARTICLE II. EXISTENCE

This corporation shall exist perpetually.

ARTICLE III. GENERAL PURPOSES

The general purposes for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated pursuant to Chapter 607, Florida Statutes.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE V. PRINCIPAL OFFICE

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

2002 Carolina Circle NE
St. Petersburg, FL 33703

ARTICLE VI. REGISTERED OFFICE AND AGENT

The name and street address of the initial Registered Agent and office of this corporation is:

Daniel F. Fox
2002 Carolina Circle NE
St. Petersburg, FL 33703

ARTICLE VII. INCORPORATOR

The name(s) and address(es) of the incorporator(s) is/are:

Daniel F. Fox
2002 Carolina Circle NE
St. Petersburg, FL 33703


ARTICLE VIII. MANAGEMENT BY SHAREHOLDERS

The corporation shall not have more than 35 shareholders nor shall it have directors. The business affairs of the corporation and all the corporate powers shall be managed and exercised under the direction and authority of the shareholders.

ARTICLE IX. BY LAWS

The By-Laws, agreements, resolutions, and consents of this corporation as adopted by the shareholders shall govern all matters pertaining to the corporation not otherwise set forth in these Articles of Incorporation.

IN WITNESS WHEREOF, I have hercunto set my hand and seal, this 21 day of August, 1998.



DANIEL F. FOX Incorporator

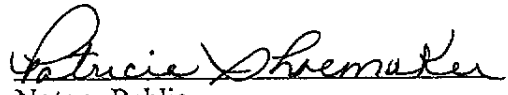
_____ Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 21 day of August, 1998, by Daniel F. Fox who is/are personally known to me or who has/have produced a driver's license as identification.



PATRICIA SHOEMAKER
COMMISSION # CC 425148
EXPIRES DEC 7, 1998
BONDED THRU
ATLANTIC BONDING CO INC.


Notary Public
My Commission Expires:

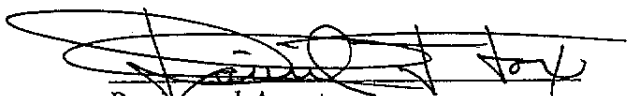
ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for Fox Enterprises International,
Inc.

at the place designed in the foregoing Articles, namely 2002 Carolina Circle NE,
St. Petersburg, FL 33703

I HEREBY AGREE to act in this capacity, and to comply with all Florida Statutes relative to the performance of my duties.

Dated this 21st day of August, 1998.


Registered Agent
DANIEL F. FOX