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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
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NAME: BOXES CONNECTION, INC.

AUDIT NUMBER.....H98000016251

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 5

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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EFFECTIVE DATE

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TALLAHASSEE, FLORIDA

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9-1-98

## ARTICLES OF INCORPORATION

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby form a corporation pursuant to Part II, 'Closed Corporation', Chapter 607, of the Florida Statutes as currently and shall hereafter be in force and in effect, and pursuant to Part I Corporation Generally, Chapter 607, of in force and in effect, to the extent that the aforementioned provisions of Part II 'Closed Corporation' Chapter 607, of the Florida Statutes are not applicable thereto and in conflict therewith.

ARTICLE I Name

The name of the corporation is:

BOXES CONNECTION, INC.

ARTICLE II Nature of Business

The Corporation may engage in any activity of business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III Capital Stock

The maximum number of share of stock the corporation is authorized to have issued and outstanding at any one time is 5000 shares of non-assessable common stock having a nominal value of ONE DOLLAR AND 00 CENTS (\$1.00).

ARTICLE IV Initial Capital

The amount of capital with which the Corporation shall commence is no less than  
TWO HUNDRED DOLLARS AND 00 CENTS (\$200.00).

ARTICLE V Term of Existence

The Corporation shall exist perpetually.

Article VI Address

The initial street address of the principal office of the Corporation in the State of FL is, 8501 N.W. 72 STREET, MIAMI 33166. The corporation may move its principal office to places within and without the state of Florida.

PREPARED BY: JSP ASSOCIATES, INC  
7301 S.W. 24 ST. SUITE 107  
MIAMI, FL 33155

(305) 262-8947

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#### Article VII Management

The business of the corporation shall be managed by the Board of Directors. Any action required or permitted by Part I or Part II, Chapter 607 of the Florida Statutes, shall be taken by a majority vote of the Board of Directors. The Director shall be elected by the stockholders by majority vote. Each stockholder shall be entitled to one vote for each issued and outstanding share of which he/she or it, is the record owner.

#### Article VIII Subscriber

The name, street address and number of shares subscribed by the initial subscribers to these Articles of Incorporation are:

Mr. IVAN ANDINO  
14441 S.W. 156TH AVENUE  
MIAMI, FL. 33196

Shares Held  
200.00

The initial subscriber certifies that in consideration for the stock for which the corporation will begin business as set forth in Article IX thereof.

#### Article IX Existence

The Corporation shall exist on September 1, 1998 such date being the day on which the subscriber to these Articles of Incorporation shall purchase and be issued the shares subscribed for.

#### Article X Amendments

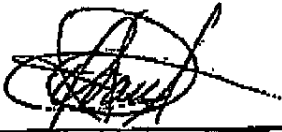
The Corporation may amend or repeal any provisions, part or part of these Articles of Incorporation upon an affirmative vote of the issued and outstanding stock at a duly constituted shareholders meeting.

#### Article XI By-Laws and Stockholders Agreements

The Stockholders shall have the power to make, amend or repeal by-laws concerning all matters and things so long as such by-laws or stockholders are not in conflict with these Articles of Incorporation they are now or hereafter in force and effect.

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IN WITNESS HEREOF, I the undersigned subscriber, being the original subscriber(s) to the capital stock herein above described for the purpose of forming a corporation to do business both within and without the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein contained are true, and so agree to receive the number of share herein set forth, and hereunto set hand and seal this *31 DAY OCTOBER 1998*.



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Mr. IVAN ANDINO

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STATE OF FLORIDA

DEPARTMENT OF STATE

Certificate designating place of business domicile for the service of process within this state, naming agent upon whom process may be served and names and addresses of the officers and directors.

The following is submitted, in compliance with Chapter 48.091 of the Florida Statute:

BOXES CONNECTION, INC.

A corporation organized (or organizing) under the laws of the State of Florida with its principal office at 8601 N.W. 72 STREET in the county of DADE, state of Florida, has named Mr. IVAN ANDINO of 14441 S.W. 156TH AVENUE, city of MIAMI, county of DADE, as its agent to accept service of process within this state

OFFICERS


Mr. IVAN ANDINO

President  
Vice-President  
Secretary  
Treasurer

DIRECTORS

Mr. IVAN ANDINO

President  
Vice-President  
Secretary  
Treasurer

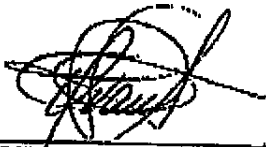
  
By Corporate Officer.

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ACCEPTANCE

I agree as resident agent to accept Service of Process; to keep office open during prescribed hours; to post my name and any other officer of said corporation authorized to accept service of place in office as required by law.



Mr. IVAN ANDINO

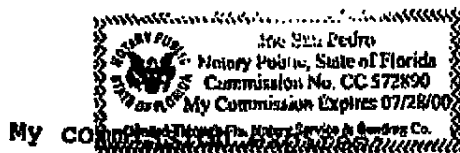
STATE OF FLORIDA

SS:

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared, Mr. IVAN ANDINO to me well known to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledges before me that he executed for purpose therein expressed.

  
Notary Public  
State of Florida



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