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FLORIDA PROFIT CORPORATION OR P.A.**Pandora's Boxers, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

In compliance with Chapter 607, F.S.

ARTICLE I NAME

The name of the corporation shall be: Pandora's Boxers, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 4421 Winding River Drive, Valrico, FL 33594

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: Internet commerce.

ARTICLE IV SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 2000. The par value of each share of stock is \$.01.

ARTICLE V OFFICERS/DIRECTORS

The initial director of the corporation is:

Lisa A. Reitz, 4421 Winding River Dr., Valrico, FL 33594

ARTICLE VI REGISTERED AGENT

The name and Florida Street address of the registered agent is: Business Filings Incorporated, 1186 Ocean Shore Blvd., Suite 195, Ormond Beach, FL 32176

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Richard Oster, 214 N. Henry Street, Suite 201, Madison, WI 53703.

I hereby accept the appointment as registered agent and agree to act in this capacity.

Signature: _____

Richard Oster, Vice-President
Business Filings Incorporated

Date 12-28-98

Signature: _____

Richard Oster, Incorporator

Date 12-28-98

The document was prepared by:

Richard Oster, 214 N. Henry Street, Suite 201, Madison, WI 53703. 608-251-6600

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