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RICHARD L. WILLIAMS
E-Mail: rlw@ra-law.com

January 26, 1999

Florida Secretary of State
Division of Corporations
409 Gaines Street
Tallahassee, FL 32399

Re: Package & Ship, Inc.

Dear Sirs:


Enclosed for filing please find the Articles of Incorporation of Package & Ship, Inc.
Please return to me the certified copy in the enclosed Federal Express envelope.

I have enclosed the required fee of \$78.75.

Thank you for your help.

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-01/27/99--01040--001
*****78.75 *****78.75

Sincerely,



Richard L. Williams

FILED
99 JAN 27 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK JAN 29 1999

**ARTICLES OF INCORPORATION
OF
PACKAGE & SHIP, INC.**

FILED
99 JAN 27 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the laws of Florida, adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is: Package & Ship, Inc. The purpose of the corporation is to undertake any business lawfully permitted to it, including, but not limited to, the shipping and packaging of materials and related activities, including rental mail boxes and sales of supplies and such other activities as shall be in the interest of the Corporation.

ARTICLE II

MAILING ADDRESS

The mailing address of the corporation is: 3109 Grand Avenue, # 161, Miami, FL 33133.

ARTICLE III

CAPITAL STOCK

The number of shares of stock that the corporation is authorized to issue is One Thousand (1,000) shares, \$1.00 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is 3109 Grand Avenue, # 161, Miami, FL 33133. The initial registered agent is John Bowen.

ARTICLE V

INCORPORATORS

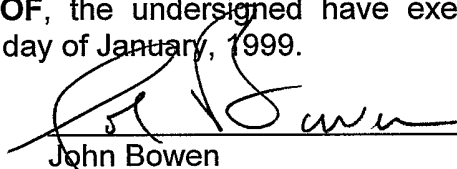
The name and street address of the incorporator is John Bowen, 2930 Day Avenue, # 108 North, Miami, FL 33133.

ARTICLE VI

INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this twenty-sixth day of January, 1999.



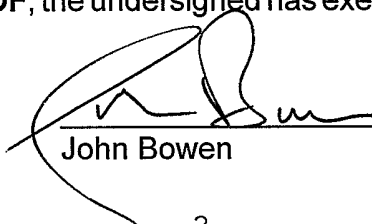
John Bowen

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Package & Ship, Inc., a Florida corporation, in the Corporation's Articles of Incorporation:

Having been named as the registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and the undersigned is familiar with and accepts the obligations of his position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this twenty-sixth day of January, 1999.



John Bowen

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CLERK OF STATE
TALLAHASSEE, FLORIDA