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LAZARUS CORPORATE FILING SERVICE, INC.

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MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BOXSTER INC. (Corporation Name) _____ (Document #) _____
2. _____ (Corporation Name) _____ (Document #) _____
3. _____ (Corporation Name) _____ (Document #) _____
4. _____ (Corporation Name) _____ (Document #) _____

FILED
 99 MAR 26 PM 1:13
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

- Walk in
 Pick up time 2.00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

Examiner's Initials _____

ARTICLES OF INCORPORATION

The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

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ARTICLE I

The name of the corporation shall be: BOXSTER INC.

ARTICLE II

The principal place of business and mailing address of this corporation is: 10350 W Bay Harbour Dr. Apt. 5N, Bay Harbour Islands, Fl. 33154.

ARTICLE III

The number of shares of stock that this corporation is authorized to issue and have outstanding at any time is:

Number of Shares	Par Value Per Share	Class of Stock
7500	\$1.00	Common

ARTICLES IV

The name and address of the initial registered agent is: Ziad Elias Bader, 10350 W Bay Harbour Dr. Apt. 5N, Bay Harbour Island, Fl. 33154.

ARTICLES V

The name and address of the incorporator to these Articles of Incorporation is:

Name	Address
Ziad Elias Bader	10350 W Bay Harbour Dr. Apt. 5N Bay Harbour Islands, Fl. 33154

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation shall be the number of person whose name are set forth below. The name and address of each member of the initial board of directors of the corporation who shall hold office until the first annual meeting of shareholders and his successor shall have been elected and qualified or until his earlier resignation, removal from office, or death, is:

Name	Address
Ziad Elias Bader	10350 W Bay Harbour Dr. Apt. 5N Bay Harbour Islands, FL. 33154

The undersigned incorporator has executed these Articles of Incorporation this twenty five of March, 1999.



Signature

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

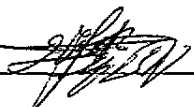
Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: BOXSTER INC.

2. The name and address of the registered agent and office is: Ziad Elias Bader, 10350 W Bay Harbour Dr. Apt. 5N, Bay Harbour Islands, Fl. 33154.

HAS BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE _____



DATE

MARCH 25, 1999

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