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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Sandbox Properties, Inc

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TALLAHASSEE, FLORIDA

Signature _____

Requested by: _____

Name _____

Date _____

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☒ Art of Inc. File _____

_____ LTD Partnership File _____

_____ Foreign Corp. File _____

_____ L.C. File _____

_____ Fictitious Name File _____

_____ Trade/Service Mark _____

_____ Merger File _____

_____ Art. of Amend. File _____

_____ RA Resignation _____

_____ Dissolution / Withdrawal _____

☒ Annual Report / Reinstatement _____

_____ Cert. Copy _____

_____ Photo Copy _____

_____ Certificate of Good Standing _____

_____ Certificate of Status _____

_____ Certificate of Fictitious Name _____

_____ Corp Record Search _____

_____ Officer Search _____

_____ Fictitious Search _____

_____ Fictitious Owner Search _____

_____ Vehicle Search _____

_____ Driving Record _____

_____ UCC 1 or 3 File _____

_____ UCC 11 Search _____

_____ UCC 11 Retrieval _____

_____ Courier _____

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
SANDBOX PROPERTIES, INC.**

The undersigned, acting as Incorporators of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation is Sandbox Properties, Inc.

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV

AUTHORIZED SHARES

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

ARTICLE V
PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind, or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms, and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VI
PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be 1841 SW Monterey Lane, Port St. Lucie, Florida 34953.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1841 SW Monterey Lane, Port St. Lucie, Florida 34953, and the name of the corporation's initial registered agent at that address is David Del Gatto.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Craig C. Matthews	2815 Fairway Drive Fort Pierce, Florida 34982
David Del Gatto	1841 SW Monterey Lane Port St. Lucie, Florida 34953

ARTICLE IX
INCORPORATORS

The names and street addresses of the Incorporators signing these Articles of Incorporation are:

NAME

ADDRESS

Craig C. Matthews

2815 Fairway Drive
Fort Pierce, Florida 34982

David Del Gatto

1841 SW Monterey Lane
Port St. Lucie, Florida 34953

ARTICLE X
AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 29 day of July, 1999.


CRAIG C. MATTHEWS
Incorporator


DAVID DEL GATTO
Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in these Articles, 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.

Date: 7-29-99

David Del Gatto
David Del Gatto
Registered Agent

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