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## Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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## FLORIDA PROFIT CORPORATION OR P.A.

the boxer corporation

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 4, 1999

EMPIRE

SUBJECT: THE BOXER CORPORATION  
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(4)

ARTICLES OF INCORPORATION

OF

The Boxer-Max Corporation

The undersigned incorporator for purposes of forming corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

FIRST: The name of the Corporation is: The Boxer-Max Corporation (the "Corporation").

SECOND: The principal office address and mailing address of the Corporation is: 1239 Alton Road, Miami Beach, Florida 33139.

THIRD: The corporation is authorized to issues 1,000 shares of common stock, par value \$.00 per share.

FOURTH: The street address of the initial registered office of the Corporation is: 218 Almeria Avenue, Coral Gables, Florida 33134.

FIFTH: The name and address of the incorporator of the Corporation is: Thomas G. Sherman, Esquire, 218 Almeria Avenue, Coral Gables, Fl 33134.

SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

SEVENTH: The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial director of the Corporation is: Gustavo Gutierrez, 1239 Alton Road, Miami Beach, Florida 33139.

EIGHTH: The Corporation expressly elects not to be governed by Section 607.09011 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

NINTH: The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

TENTH: The corporate existence of the Corporation shall commence on the date of filing with the Secretary of State.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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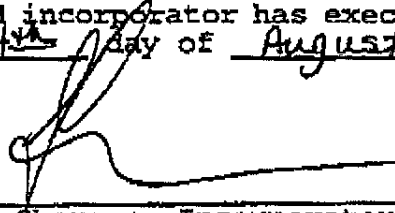
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This instrument prepared by:  
Thomas G. Sherman, Esq.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4<sup>th</sup> day of August, 1999.



Thomas G. Sherman, Incorporator

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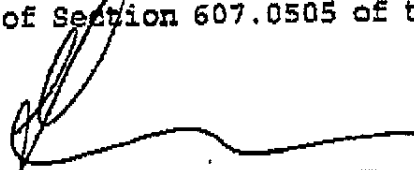
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ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.



Print Name: Thomas G. Sherman, Esq.

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