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K & K Accounting & Tax Service, Inc.
4700 N. State Road 7 Suite 221
Fort Lauderdale, Florida 33319
(954) 485-5252 Fax (954) 485-4045

August 16, 1999

600002967006--8

-08/23/99-01113-008

*****70.00 *****70.00

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sirs:

Enclosed are two (2) Copies of Articles of Incorporation of BOX 47, INC. and the appointment of registered agent for filing purposes.

Also, enclosed is a check for \$70.00 to cover charter tax, filing fees, registered agent filing fee. No certified copy is requested at this time.

Thank you for your prompt attention to this matter.

Please remit the approved Articles of Incorporation to the above address.

Very Sincerely,

K & K Accounting & Tax, Inc.

Donna Kent
Donna Kent,
Accountant

99 AUG 23 PM 1:43
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. GILLON CASE

AUG 26 1999

ARTICLES OF INCORPORATION
OF
BOX 47, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

1. The name of the corporation is as follows:
BOX 47, INC.
2. The period of its duration is perpetual.
3. The purpose is to engage in any activities or business permitted under the laws of the United States and the state of Florida.
4. The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 1,000 shares at par value of \$1.00 per share, common stock. All of the stock shall be payable in cash or other property, real or personal, tangible or intangible, or in labor or services actually performed for the corporation, in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

5. This corporation shall commence to exist on the date which the Articles of Incorporation are filed in the Office of the Secretary of the State of Florida.

6. The principal office, registered agent, and registered office address is:

GAY DEMARIO
4700 NORTH STATE ROAD 7
SUITE 221
FT. LAUDERDALE, FLORIDA 33319

7. The number of directors constituting its initial board of Directors is two (2), whose name and address is as follows:

GAY DEMARIO
2450 NORTHEAST 15 AVENUE
SUITE 109
WILTON MANORS, FLORIDA 33305

GERALDINE ROCCO
5880 NORTHEAST 21 DRIVE
FT. LAUDERDALE, FLORIDA 33308

8. The name and address of the initial incorporators is as follows:

GAY DEMARIO - 500 SHARES
2450 NORTHEAST 15 AVENUE
SUITE 109
WILTON MANORS, FLORIDA 33305

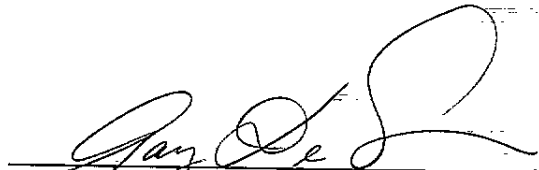

GERALDINE ROCCO - 500 SHARES
5880 NORTHEAST 21 DRIVE
FT. LAUDERDALE, FLORIDA 33308

9. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation".

SIGNED ON THE FOLLOWING DATE: 8-16-, 1999.


GAY DEMARIO
Registered Agent

FILED
99 AUG 23 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


GAY DEMARIO
Incorporator

GERALDINE ROCCO
Incorporator

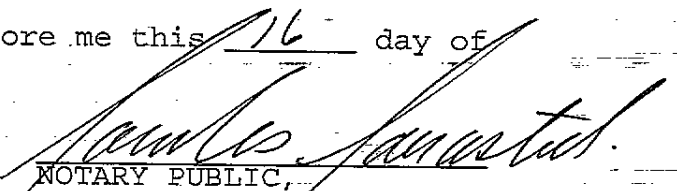
SWORN TO AND SUBSCRIBED
BEFORE ME THIS 16 DAY OF AUGUST, 1999.

STATE OF FLORIDA }
COUNTY OF BROWARD }

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared GAY DEMARIO and GERALDINE ROCCO, who, after first being duly sworn, deposes and says that they are the persons described in and who subscribed to the Articles of Incorporation, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth and furthermore, that the above facts are true and correct to the best of their knowledge and belief of GAY DEMARIO and GERALDINE ROCCO.

SWORN TO AND SUBSCRIBED before me this 16 day of AUGUST, 1999.

My Commission Expires: _____


NOTARY PUBLIC,
STATE OF FLORIDA

