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7/18/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAB-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305)599-0839

W/STAMP  
7-17-97

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: E-Z TOTE, INC.

AUDIT NUMBER.....H97000011735

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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**ARTICLES OF INCORPORATION  
OF  
E-Z TOTE, INC.**

EXECUTIVE FILE  
7-17-97

**ARTICLE I - NAME**

The name of this corporation is E-Z TOTE, INC.

**ARTICLE II - DURATION**

This corporation is to have perpetual existence commencing July 17, 1997.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 300 shares of One (\$100) Dollar par value common stock. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America or property, labor or services at a valuation to be fixed by the Director.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this corporation is 701 Brickell Avenue, Suite 1800, Miami, Florida 33131, and the name and address of the initial registered agent is Carlos A. Lacasa, Esq., 701 Brickell Avenue, Suite 1800, Miami, Florida 33131.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have 3 directors initially. The number of directors may be increased by the By-Laws to seven directors but shall never be less than one. The names and address of the initial directors of this corporation are Lazaro Albo, 701 Brickell Avenue, Suite 1800, Miami, Florida 33131; Richard Danovan, 701 Brickell Avenue, Suite 1800, Miami, Florida 33131 and Carlos A. Lacasa, 701 Brickell Avenue, Suite 1800, Miami, Florida 33131.

Prepared by:  
Carlos A. Lacasa, Esq.  
Armando E. Lacasa, P.A.  
701 Brickell Avenue, Suite 1800  
Miami, FL 33131 FBN 232203  
(305) 789-2711

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**ARTICLE VII - INCORPORATION**

The name and address of the person signing these Articles is Carlos A. Lacasa.

**ARTICLE VIII - INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

**ARTICLE IX - OFFICERS**

This corporation shall initially have 3 officers consisting of a President, Treasurer and Secretary. The number and type of officers may be changed from time to time by the bylaws, but shall never be less than one officer consisting of a President/Secretary. The name and addresses of the officers are President, Lazaro Albo, 701 Brickell Avenue, Suite 1800, Miami, Florida 33131; Treasurer, Richard Danover, 701 Brickell Avenue, Suite 1800, Miami, Florida 33131 and Secretary, Carlos A. Lacasa, 701 Brickell Avenue, Suite 1800, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 17th day of July, 1997.

  
CARLOS A. LACASA

H97000011735

STATE OF FLORIDA :  
: SS:  
COUNTY OF DADE :

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared CARLOS A. LACASA, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person:

personally known and that an oath (was) (was not) taken.

Witness my hand and official seal in the County and State last aforesaid this 18<sup>th</sup> day of July, 1997.

*Miriam Mejido*  
Notary Signature

OFFICIAL NOTARY SEAL  
Printed Notary MIRIAM MEJIDO  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC523348  
MY COMMISSION EXP. OCT. 29 2000

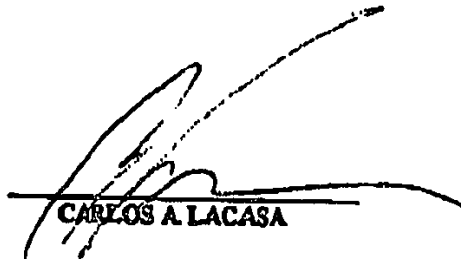
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**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, **CARLOS A. LACASA, ESQ.**, hereby accepts the designation as Registered Agent for **E-Z TOTE, INC.**

**DATED: July 17, 1997.**

  
**CARLOS A. LACASA**

This instrument prepared by:

**Carlos A. Lacasa, Esq.  
Armando E. Lacasa, P.A.  
701 Brickell Avenue, Suite 1800  
Miami, Florida 33131  
(305) 789-2711**

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