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LAW OFFICES

RONALD E. DOBELSTEIN, P.A.

OF COUNSEL: IRA POZEN

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November 19, 1999

Via Federal Express

State of Florida
Division of Corporations
Attn: Articles Filing
409 East Gaines Street
Tallahassee FL 32399

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 NOV 22 PM 3:02

FILED

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-11/22/99--01100--013
*****70.00 *****70.00

Re: Articles of Incorporation of
Bags n More, Inc.

Dear Madam or Sir:

Enclosed please find the original plus one copy of the
Articles of Incorporation for

Bags n More, Inc.

along with my check for filing fee in the amount of \$70.

Please file the Articles and return a conformed copy to this
office in the enclosed prepaid Federal Express envelope.

Thank you for your assistance.

Very truly yours,

RONALD E. DOBELSTEIN, P.A.



for
RONALD E. DOBELSTEIN, Esquire

Enclosure

cc: Bags n More

RED:csp

C:\MyFiles\core\wp9\Letters\Bagsnmore.L01.wpd

T. Burch NOV 29 1999

Articles of Incorporation
of
Bags n More, Inc.

99 NOV 22 PM 3:02
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, DELORES ZWELLING and JOEL ZWELLING, the undersigned, hereby execute these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, rights, privileges, immunities and liabilities of corporation for profit.

ARTICLE I

The name of the corporation is:

Bags n More, Inc.

ARTICLE II

The general nature of the business to be conducted shall be:

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

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock of a ONE DOLLAR (\$1.00) par value. All of said stock and the value thereof are issued in accordance with Section 1361 and 1244 of the Internal Revenue Code and the regulations issued thereunder, and said offering of this stock under said provisions of the Internal Revenue Code is to continue for so long as permissible pursuant to the Internal Revenue Code.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The initial street address of the principal office of this corporation shall be 4792 SW 72nd Avenue, Miami, Florida 33155. The Board of Directors may, from time to time, designate such other post office address and place of the principal office of this corporation as it may see fit.

ARTICLE VI

The number of Directors of this corporation shall be as provided by the By-laws, but shall not be less than One (1) in number, nor more than Three (3), and shall be one in number until otherwise fixed or changed by the By-laws.

ARTICLE VII

The names and addresses of the first Board of Directors who, subject to the provisions of the Articles of Incorporation, the By-laws of this corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
DELORES ZWELLING	10300 SW 88 th Avenue Miami, Florida 33176	President/Director
JOEL ZWELLING	10300 SW 88 th Avenue Miami, Florida 33176	Vice-President/Director

ARTICLE VIII

These Articles of Incorporation shall be effective upon filing with the Secretary of State.

ARTICLE X

The address of the registered office of the corporation shall be 10300 SW 88th Avenue, Miami, Florida 33176, and the name of the Registered Agent shall be JOEL ZWELLING, who maintains an office at the above mentioned address.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and

approved at the stockholders' meeting by (at least) a majority of the stockholders entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS THEREOF, we, the undersigned, being the original subscriber to the capital stock hereinbefore named, have hereunto set my hand and seal at Miami, Miami-Dade County, Florida, this 18 day of November, 1999, for the purpose of forming this corporation to do business both within and without the State of Florida, and in pursuance of the Corporation Law of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

Delores Zwelling
DELORES ZWELLING (Seal)

Joel Zwelling
JOEL ZWELLING (Seal)

Joel Zwelling
REGISTERED AGENT - JOEL ZWELLING

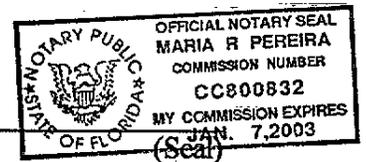
STATE OF FLORIDA
COUNTY OF MIAMI-DADE } SS

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES OF REGISTERED AGENT.

BEFORE ME, the undersigned authority, personally appeared DELORES ZWELLING, to me personally known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged and took an oath before me that he signed same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, this 18 day of November, 1999.

Maria R. Pereira
Notary Signature
Maria B. Pereira
Printed Notary Name



My Commission Expires:

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

}
}SS
}

BEFORE ME, the undersigned authority, personally appeared JOEL ZWELLING, to me personally known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged and took an oath before me that he signed same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, this 18 day of November, 1999.



Maria R. Pereira
Notary Signature (Seal)
Maria R. Pereira
Printed Notary Name

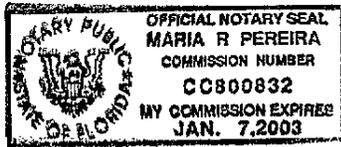
My Commission Expires:

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

}
}SS
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BEFORE ME, the undersigned authority, personally appeared JOEL ZWELLING, to me personally known and known to me to be the person described in and who, as Registered Agent, executed the foregoing Articles of Incorporation, and he acknowledged and took an oath before me that he is hereby familiar with and accepts the duties and responsibilities as Registered Agent for said corporation and signed same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, this 18 day of November, 1999.



Maria R. Pereira
Notary Signature (Seal)
Maria R. Pereira
Printed Notary Name

My Commission Expires: