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LAW OFFICES
RYAN & RYAN, P.A.
THIRD FLOOR
700 EAST DANIA BEACH BOULEVARD
DANIA BEACH, FLORIDA 33004-3090

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ARCHIE J. RYAN, III
TIMOTHY M. RYAN
CHRISTOPHER J. RYAN
MICHAEL S. BENDER

TELEPHONE (954) 920-2921
FACSIMILE (954) 921-1247

January 8, 2001

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: **CHINA BAGS LIMITED, INC.**
Our File Number : 17392-C

300003531803--G
-01/10/01--01083--009
*****78.75 *****78.75

Gentlemen:

Enclosed please find the original Articles of Incorporation and Certificate Designating Registered Agent for the above-named corporation which we request you file in your official file, along with a copy of the Articles of Incorporation and Certificate Designating Registered Agent which we request you certify and return to our office, a stamped, self-addressed envelope is enclosed for your use in this regard.

Also enclosed please find our Trust Account Check Number 13467, payable to Department of State in the sum of \$78.75, to cover the following items:

Filing Fees	\$ 35.00
Certified Copy	8.75
Registered Agent Designation	35.00
Total:	<u>\$ 78.75</u>

Thank you for your assistance in this matter.

Very truly yours,



ARCHIE J. RYAN III

AJR-III:lr
Encls.

D. BROWN JAN 1 2 2001

ARTICLES OF INCORPORATION

OF

CHINA BAGS LIMITED, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED, desiring to form a corporation under the laws of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations for profit, DO HEREBY CERTIFY AS FOLLOWS:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be: **China Bags Limited, Inc.**

ARTICLE II

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of business of this corporation shall be as follows:

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

2. To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain or any interest therein, either as tenant in common or otherwise, and selling or otherwise disposing of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida, upon corporations for profit.

ARTICLE IV
CAPITAL STOCK

The amount of the authorized capital stock of this corporation shall be FIVE THOUSAND SHARES (5,000) shares of common stock, with a par value of One Dollar (\$1.00) per share. All of said stock shall be payable in cash, property, labor or services, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V
PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be at 2751 S. Ocean Drive, Suite 205S, Hollywood, Florida, 33019, with the privilege of having branch offices at other places within or outside the State of Florida, and within or outside the United States of America, and the name of its registered agent and initial registered office are ROBERT S. RAWISZER, 2751 S. Ocean Drive, #205S, Hollywood, Florida, 33019.

ARTICLE VI
AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall not be less than Five Hundred and 00/100 (\$500.00) Dollars.

ARTICLE VII
NUMBER OF DIRECTORS

The number of directors of this corporation shall not be less than one (1) nor more than five (5).

ARTICLE VIII

DIRECTORS

The names and post office addresses of the first Board of Directors of this corporation shall be two (2) in number, and who shall hold office for the first year, or until their successors are elected and have qualified, shall be:

ROBERT S. RAWISZER
2751 S. Ocean Drive, #205S
Hollywood, Florida 33019

CARL O'NEAL
23500 Valley View Drive
Southfield, Michigan 48034

ARTICLE IX

INCORPORATOR

The name and address of the incorporator to the Articles of Incorporation is:

ROBERT S. RAWISZER
2751 S. Ocean Drive, #205S
Hollywood, Florida 33019

ARTICLE X

SPECIAL CHARTER PROVISIONS

Directors and Officers of this corporation need not be Stockholders.

ARTICLE XI

DATE OF COMMENCEMENT

The date of commencement of corporate existence of this corporation shall be on the date these Articles of Incorporation are filed with the Florida Department of State.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 24th day of December, 2000.

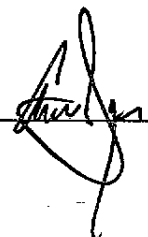


ROBERT S. RAWISZER


STATE OF FLORIDA)
)
COUNTY OF BROWARD)

PERSONALLY APPEARED before me, the undersigned authority, ROBERT S. RAWISZER, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at City of Dania Beach, Broward County, Florida, this 24th day of December, 2000.

Notary Public 

My Commission Expires:

 Archie J Ryan
My Commission CC754280
Expires August 10, 2002

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agency Upon Whom Process May be Served and Name and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48-091, Florida Statutes.

CHINA BAGS LIMITED, INC.,

a corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 2751 S. Ocean Drive, Suite 205S, in the City of Hollywood, County of Broward, State of Florida, has named ROBERT S. RAWISZER, located at 2751 S. Ocean Drive, #205S, in the City of Hollywood, County of Broward, State of Florida, as its agent to accept service of process within this state.

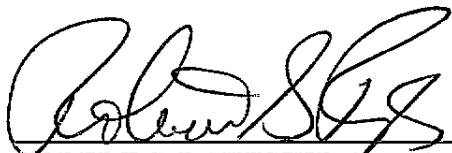
OFFICERS:

<u>NAME</u>	<u>TITLE</u>	<u>SPECIFIC ADDRESS</u>
ROBERT S. RAWISZER	President	2751 S. Ocean Drive, #205S Hollywood, FL 33019
CARL O'NEAL	Vice-President/Secretary Treasurer	23500 Valley View Drive Southfield, MI 48034

BOARD OF DIRECTORS:

ROBERT S. RAWISZER	2751 S. Ocean Drive, #205S Hollywood, FL 33019
CARL O'NEAL	23500 Valley View Drive Southfield, MI 48034

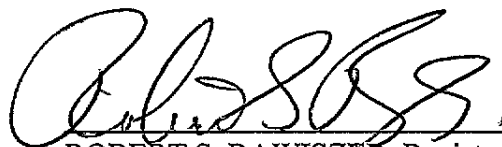
Dated this 7th day of December, 2000.



ROBERT S. RAWISZER, President

ACCEPTANCE:

I agree, as Resident Agent, to accept service of process, to keep the office open during prescribed hours, and to post my name (and any other officers of said Corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.



ROBERT S. RAWISZER, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA