

FLORIDA PROFIT CORPORATION OR P.A.

School Bags, Inc.

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ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

School Bags, Inc.

ARTICLE II PRINCIPAL OFFICE The principal place of business and mailing address of this corporation shall be:

School Bags, Inc.

12 Tradewinds Circle Tequesta, FL 33469

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1500 Shares at No Par Value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Filomena Lucía 12 Tradewinds Circle Tequesta, FL 33469

Prepared By: Bruce B. Hubbard 77 East John St. Hicksville, New York 11801 1-516-935-3940

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ARTICLES V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Filomena Lucia 12 Tradewinds Circle Tequesta, FL 33469

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

21st_{day of} May 2001.

ter a

Filomena Lucia - Signature

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CERTIFICATE OF DESIGNATION OF **REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN THE DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: School Bags, Inc.

2. The name and address of the registered agent and office is:

Filomena Lucia

Name

12 Tradewinds Circle

(P.O. Box or Mail Drop Box NOT Acceptable)

Tequesta, FL 33469

(City / State / Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all the statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Somero Sua

Filomena Lucia SIGNATURE

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May 21, 2001

(Date)