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Law Firm of

Edward R. Gay, P.A.

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September 4, 2001

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-09/06/01--01066--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

Re: A Brand New Bag Corporation

Dear Sir or Madam:

Enclosed please find a check in the amount of \$78.75 to cover the filing costs as follows:

- |                                  |         |
|----------------------------------|---------|
| 1. Filing Fee/Registered Agent   | \$70.00 |
| 2. Certified Copy of the Charter | \$ 8.75 |

I am enclosing an original and copy of the Articles of Incorporation and Registered Agent certificate. Please return a certified copy of the Articles to the address above, along with the receipt for the costs as stated above.

Please be advised this corporation is solely owned by the Registrant of a Fictitious Name A Brand New Bag registered on March 7, 2000, Registration Number: G00066900323.

Thank you for your prompt attention and cooperation.

Sincerely,

  
Edward R. Gay

ERG/peg  
Enclosures

01 SEP - 6 PM 12:44  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PS 9/11/01

FILED

01 SEP -6 PM12:44

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A BRAND NEW BAG CORPORATION

ARTICLES OF INCORPORATION

FIRST: The name of the Corporation is A Brand New Bag Corporation.

SECOND: The general nature of the business to be transacted is to do all things mentioned herein, to wit:

DESIGN, MANUFACTURE AND DISTRIBUTION OF HANDBAGS, ACCESSORIES AND CLOTHING ARTICLES.

To acquire by purchase, subscription, or otherwise, and to hold either as an investment or otherwise any bonds or evidence of indebtedness or other securities, or shares of capital stock created or issued by any other corporation, associations, or associations of the State of Florida, or any other State, Territory, or Country.

To purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of and to deal in any bonds or evidence of indebtedness or other securities, created or issued by any other corporation or corporations, association or associations of the State of Florida, or of any other State, Territory, or Country, and while the owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon.

To aid in any manner any corporation or corporations, association or associations, of which any bonds or evidence of indebtedness or other securities or shares of stock are held by the Corporation, and to do any acts or things

necessary, expedient or calculated to protect, preserve, improve, or enhance the value of any such bonds, or other securities, or other evidence of indebtedness or shares of stock.

To take, acquire, purchase, own, hold, rent, lease, mortgage, sell, exchange, improve, cultivate, develop, and otherwise to deal in and dispose of all property, real or personal, of every description that may be necessary to transaction of its business, or incident to, or capable of being used in connection with the aforesaid business or any of them.

To buy, sell, trade, exchange, or otherwise deal in any and all kinds of manufactured articles, new materials, and any other goods whatsoever, including trucking, warehousing, and storage, as well as engage in any products.

To buy, sell, and lease lands and interest in lands, including improvements and development of all types.

To borrow money and contract debts which may be necessary for the transaction of business and for the exercise of its corporate rights, privileges, or for any other lawful purpose of the Corporation. To issue: bonds, promissory notes, bills of exchange, debentures, or other obligations and evidence of indebtedness payable at a specific time or times or upon the happening of a specific event secured by mortgage, pledge, or otherwise.

To enter into, make, and perform contracts of every kind and for any lawful purpose, without limit as to amount, with

any person, firm, association, or corporation, town, city, county, State, territory, or government, and to carry on its operations, within the State of Florida or elsewhere, without restrictions as to place and amount.

THIRD: --The maximum number of shares of stock the Corporation is authorized to have outstanding at any time shall be ONE HUNDRED (100) shares without par value.

FOURTH: The amount of capital with which the Corporation shall begin business is SIX HUNDRED DOLLARS (\$600.00).

FIFTH: The Corporation shall have perpetual existence.

SIXTH: The post office address of the registered/  
principal office of the Corporation is: 323 N. St. Clair Abrams Avenue, Tavares, FL 32778-3064.

SEVENTH: The number of directors shall be a minimum of one (1) and a maximum of four (4).

EIGHTH: The name and post office address of the First Board of Directors and Officers is:

| <u>NAME</u>      | <u>TITLE</u>        | <u>ADDRESS</u>  |
|------------------|---------------------|---|
| Brigitte Jackson | President/Treasurer | 323 N. St. Clair<br>Abrams Avenue<br>Tavares, FL 32778-3064 |

NINTH: The name and post office address of the Incorporator to the Articles of Incorporation is as follows:

| <u>NAME</u>      | <u>ADDRESS</u>   |
|------------------|--|
| Brigitte Jackson | 323 N. St. Clair Abrams Avenue<br>Tavares, FL 32778-3064 |

TENTH: The name and initial stockholder and number of shares of stock which shall be initially distributed is as follows:

| <u>NAME</u>      | <u>ADDRESS</u>  | <u>#SHARES</u> | <u>VALUE</u> |
|------------------|---|----------------|--------------|
| Brigitte Jackson | 323 N. St. Clair Abrams<br>Avenue<br>Tavares, FL 32778-3064 | 51             | 0            |

Note: 49 shares will be held in Treasury.

ELEVENTH: The name of the Registered Resident Agent empowered to receive service of process and corporate notices of any nature shall be: Brigitte Jackson, 323 N. St. Clair Abrams Avenue, Tavares, FL 32778-3064.

IN TESTIMONY WHEREOF, I, the undersigned, have set my hand and affixed my seal this 7th day of June, 2001.

  
BRIGITTE JACKSON

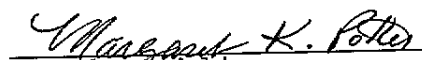
STATE OF FLORIDA  
COUNTY OF ORANGE

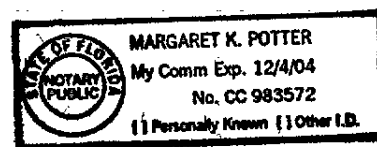
BEFORE ME, the undersigned officer, duly authorized to administer oaths and take acknowledgments, personally appeared BRIGITTE JACKSON,

       who is personally known;  
✓ who is not known to me but who produced a  
FLDC 5200 071 55 535 0  
       as identification;  
       who did take an oath;  
       who did not take an oath;

who after being sworn by me, deposes and says that she has read the contents and they are true and correct.

SWORN TO AND SUBSCRIBED this 7th day of June, 2001.

  
Notary Public  
My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED AGENT OR REGISTERED  
OFFICE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA

FILED

01 SEP -6 PM 12:4  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Chapter 607.037, Florida Statutes, the  
following is submitted:

First: That A Brand New Bag Corporation, with its principal  
place of business at 323 N. St. Clair Abrams Avenue, Tavares, FL  
32778-3064 has named Brigitte Jackson as Registered Agent, whose  
street address is 323 N. St. Clair Abrams Avenue, Tavares, FL  
32778-3064.

DATE:

6/7/01

  
Brigitte Jackson  
Registered Agent