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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

FLORIDA PROFIT CORPORATION OR P.A.

TOFF BAG INC.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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9. McKnight OCT 24 2001

ARTICLE OF INCORPORATION

OF

TOFF BAG INC.

THE UNDERSIGNED INCORPORATOR(S), FOR THE PURPOSE OF FLORIDA A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF CORPORATION.

ARTICLE I NAME

THE NAME OF THE CORPORATION WILL BE: TOFF BAG INC. THE PRINCIPLE PLACE OF BUSINESS OF THIS CORPORATION WILL BE: THE STATE OF FLORIDA AND ALL THE UNITED STATES: 8811 FONTAIN BLUE BLVD. APT 106 ; MIAMI, FL 33172.

ARTICLE II NATURE OF BUSINESS

THIS CORPORATION MAY ENGAGE IN OR TRANSACT ANY OR ALL LAWFUL ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES, THE STATE OF FLORIDA OR ANY OTHER STATES, COUNTRY, TERRITORY, OR NATION.

ARTICLE III CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES OF STOCK AND IT'S VALUE THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANYONE TIME IS: ONE HUNDRED SHARES OF COMMON STOCK WITH PER VALUE OF THE (\$1.00) DOLLARS PER SHARE, ALL OF THE STOCK WILL BE PAYABLE IN CASH, REAL OR PERSONAL PROPERTY, OR LABORS, OR SERVICES IN LIEU OF CASH VALUATION OF ANY OF THE ABOVE TO BE FIXED BY THE BOARD OF DIRECTORS OF THIS CORPORATION.

**Prepared By: J & C Accounting Services, Inc.
18125 SW 138 CT.
Miami, FL 33177
(305) 578-3634**

ARTICLE IV OF EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY

ARTICLE V OFFICERS DIRECTORS

THE NAME(S) AND STREET ADDRESS(E) OF THE INITIAL OFFICER(S) AND DIRECTOR(S), IF ANY, WHO WILL HOLD OFFICE THE FIRST YEAR OF THE CORPORATION'S EXISTENCE UNTIL THEIR SUCCESSOR(S) IS/ARE ELECTED, IS/ARE:

**MAURICIO VALLECILLO - PRESIDENT
8811 FONTAIN BLUE BLVD APT 106
MIAMI, FL 33177**

**MAURICIO VALLECILLO - TREASURER
8811 FONTAIN BLUE BLVD APT 106
MIAMI, FL 33172**

**MAURICIO VALLECILLO - VICE PRESIDENT
8811 FONTAIN BLUE BLVD APT 106
MIAMI, FL 33172**

ARTICLE VI INCORPORATOR(S)

THE NAME(S) AND STREET ADDRESS(E'S) OF THE CORPORATOR(S) TO THIS ARTICLES OF INCORPORATION IS/ ARE:

**MAURICIO VALLECILLO - PRESIDENT
8811 FONTAIN BLUE BLVD APT 106
MIAMI, FL 33172**

**MAURICIO VALLECILLO - VICE PRESIDENT
8811 FONTAIN BLUE BLVD APT 106
MIAMI, FL 33172**

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR(S) HAS/HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 08, OF OCTOBER, 2001.

**PRESIDENT
MAURICIO VALLECILLO**

**VICE PRESIDENT
MAURICIO VALLECILLO**

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statute, the undersigned corporation, organized under the laws of the State of Florida, submits the following statements in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

TOFF BAG INC.

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

MAURICIO VALLECILLO 8811 FONTAIN BLUE BLVD.

APT 106

(P.O. BOX NOT ACCEPTABLE)

MIAMI FL 33172

(CITY / STATE / ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE

TITLE

DATE

[Signature]
[Signature]
10/23/01

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

DATE

[Signature]
10/23/01