

Charter Number Only

P02000105564

VALIDATION ONLY

Requestor's Name: Barry Alan Wilen  
 Address: 4601 Sheridan St #208  
 City: Hollywood, FL 33021  
 Phone: 954 966-0011

FILED  
 2002 OCT -1 PM 1:52  
 SECRET OF STATE  
 TALLAHASSEE, FLORIDA

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 -10/01/02--01030--003  
 \*\*\*\*\*78.75 \*\*\*\*\*78.75

CORPORATION(S) NAME

B.A.G. International, Inc.



Empire Toll Free: 1-800-432-3028

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10-01-02

ARTICLES OF INCORPORATION  
OF  
B.A.G. INTERNATIONAL, INC.

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ARTICLE I - NAME

The name of this corporation is B.A.G. INTERNATIONAL, INC.

ARTICLE II - ADDRESS

The principal place of business is 2600 Glades Circle, Weston,  
Florida 33327.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This corporation is organized for any purpose of operating a  
pizza and restaurant store and all other activities permitted under  
the laws of the United States and under the laws of the State of  
Florida and for the purpose of transacting any and all lawful  
business for which corporations may be incorporated under Chapter  
607 of the Florida Statutes.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue one hundred (100)  
shares of One and No/100 (\$1.00) Dollar par value common stock,  
which shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED AGENT

The name of the initial registered agent of this corporation

is Barry Alan Wilen, Esq.

ARTICLE VII - INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation is 4601 Sheridan Street, Suite 208, Hollywood, Florida 33021.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (2) directors initially. The number of director(s) may be increased or decreased from time to time by the By-Laws but shall never be less than one. The name and addresses of the initial directors of this corporation are:

Howard Teamkin  
12001 N.W. 4<sup>th</sup> Street  
Plantation, FL 33325

James Luongo  
1230 Meadows Blvd.  
Weston, FL 33327

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Corin Angel  
12001 N.W. 4<sup>th</sup> Street  
Plantation, FL 33325

ARTICLE X - BY-LAWS

By-Laws may be repealed or amended, and new By-Laws may be adopted, by either the Board of Directors or the Shareholders but the Board of Directors may not amend or repeal any By-Laws adopted by the Shareholders if the Shareholders specifically provide such

By-Law is not subject to amendment or repeal by the Directors.

ARTICLE XI- APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of a majority of the Shareholders of the Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII - PREFERENCES, LIMITATIONS AND  
RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

Section 1. The holders of records of the common shares of this corporation shall be entitled to dividends at such times as the corporation is authorized to pay dividends.

Section 2. Right Upon Liquidation or Dissolution. In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the outstanding common shares shall be paid from the remaining assets of this corporation ratably.

Section 3. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XIV - AMENDMENTS

This corporation reserves the right to amend or repeal any

provisions contained in these Articles of Incorporation or any amendments thereto, and any rights conferred upon the shareholders is subject to this reservation.

ARTICLE XV - DIRECTOR'S COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30 day of Sept., 2002.

  
CORIN ANGEL

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared Corin Angel, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 30 day of Sept., 2002.

  
NOTARY PUBLIC

My Commission Expires:

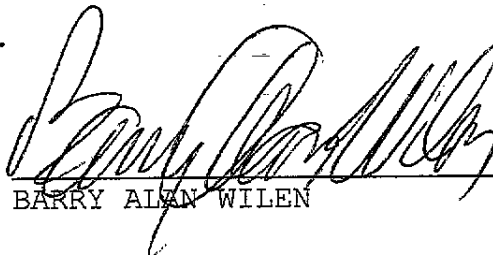


Barry Alan Wilen  
Commission # CC 821649  
Expires May 23, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been appointed as Registered Agent for the above named corporation, hereby consents to said appointment and agrees to serve as same for said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30 day of Sept., 2002.

  
BARRY ALAN WILEN

Prepared by:  
BARRY ALAN WILEN, ESQ.  
4601 Sheridan Street, Suite 208  
Hollywood, Florida 33021  
(954) 966-0011