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Division of Corporations

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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.

KATHERINE'S BAGS, CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
KATHERINE'S BAGS, CORP.

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The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of incorporation.

ARTICLE I: NAME

The name of the corporation shall be:
KATHERINE'S BAGS, CORP.

The principal place of business of this corporation shall be:
9024 COLLINS AVENUE # 12
SURFSIDE, FL 33154

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 state, country, territory or nation.

ARTICLE III: CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:
ONE HUNDRED SHARES OF ONE DOLLAR PAR VALUE COMMON STOCK.

ARTICLE IV: TERM OF EXISTENCE

This corporation is to exist perpetually.

MI TAKES
420 Lincoln Road
Suite 387
Miami Beach, FL 33139

ARTICLE V: OFFICERS DIRECTORS

The name and street address of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successor is elected, are:

ANZOLA, ANGEL
Carrera 95A #145-04
La Campina de Suba
Bogota, Colombia

BOHORQUEZ, CLARA L.
Carrera 95A #145-04
La Campina de Suba
Bogota, Colombia

ARTICLE VI: INCORPORATORS

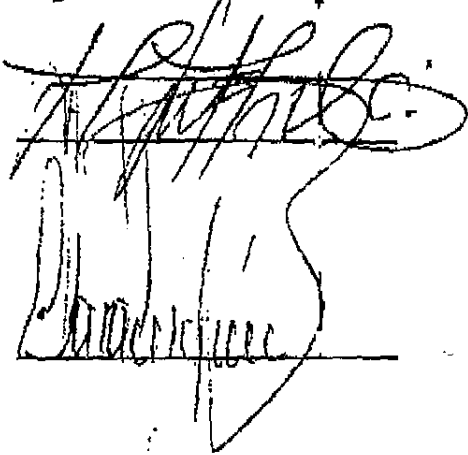
The name and street address of the incorporators to this articles of incorporation are:

ANZOLA, ANGEL
Carrera 95A #145-04
La Campina de Suba
Bogota, Colombia

BOHORQUEZ, CLARA L.
Carrera 95A #145-04
La Campina de Suba
Bogota, Colombia

IN WITNESS WHEREOF, the undersigned incorporators has executed these Articles of Incorporation this 5 days of March, 2003.

Signature of incorporators



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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

1. The name of the corporation is: **KATHERINE'S BAGS, CORP.**
2. The name and address of the registered agent and office is:
FULIDO, GLORIA
9024 COLLINS AVENUE # 12
SURFSIDE, FL 33154

SIGNATURE

TITLE: **PRESIDENT**

DATE: 03/05/2003

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 MY DUTIES AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

DATE: 03/05/2003