

CAPITAL CONNECTION

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Account Name : YOUR CAPITAL CONNECTION, INC.
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FLORIDA PROFIT CORPORATION OR P.A.

BEJO OF FLORIDA, INC.

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ARTICLES OF INCORPORATION
FOR
BEJO BAGS OF FLORIDA, INC.

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STATE
FLORIDA

THE UNDERSIGNED INCORPORATOR, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE 1 : NAME

THE NAME OF THE CORPORATION SHALL BE :

BEJO BAGS OF FLORIDA, INC.

ARTICLE 2 : PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE :

13059 BENT PINE CT. E. JACKSONVILLE, FL. 32246

ARTICLE 3 : CAPITAL STOCK

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS ONE HUNDRED (100) HAVING A PAR VALUE OF ONE DOLLAR (\$ 1.00) PER SHARE. WITH EACH OF THE FORGOING OFFICERS OWNING (25) TWENTY FIVE SHARES EACH.

ARTICLE 4 : INITIAL REGISTERED AGENT AND ADDRESS :

THE NAME AND ADDRESS IS :

CHARLES ROTH 3991 CHICORA WOOD PL.
JACKSONVILLE, FL. 32224

ARTICLE 5 : INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION IS :

CHARLES ROTH 3991 CHICORA WOOD PL. JACKSONVILLE, FL. 32224

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ARTICLE 6 : OFFICERS

THE NAME AND ADDRESS OF EACH OFFICER OF THE CORPORATION ARE :

PRESIDENT & CEO : CHARLES B. ROTH
3991 CHICORA WOOD PL., JACKSONVILLE, FL. 32224

VICE PRESIDENT OF SALES / MARKETING : JANET M. SHUMAN
13059 BENT PINE CT. E. JACKSONVILLE, FL. 32246

VICE PRESIDENT OF OPERATIONS : TIM W. RIDLING
13059 BENT PINE CT. E. JACKSONVILLE, FL. 32246

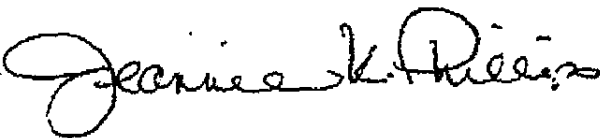
CFO / SECRETARY / TREASURER : MARTA M. ROTH
3991 CHICORA WOOD PL. JACKSONVILLE, FL. 32224

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION
THIS 23RD DAY OF MARCH 2004.


CHARLES B. ROTH
INCORPORATOR

SWORN TO AND SUBSCRIBED BEFORE ME THIS 25 DAY OF MARCH, 2004

(FL. NOTARY)



(PRINT, OR STAMP COMMISSIONED NAME OF NOTARY



Jeanne K. Phillips
My Commission D0079005
Expires December 16, 2006

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FL. STATUTES, THE MENTIONED 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.

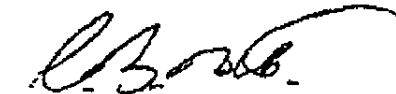
1. THE NAME OF THE CORPORATION IS :

BELLO BAGS OF FLORIDA, INC.

2. THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT AND OFFICE IS :

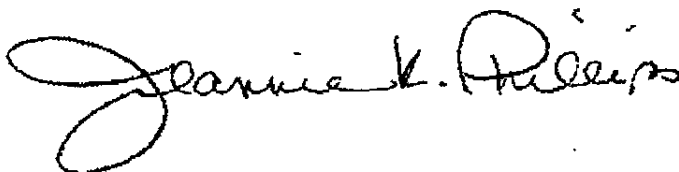
CHARLES ROTH, 3991 CHICORA WOOD PL., JACKSONVILLE, FL. 32224

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 APPOINTMENTS AS REGISTERED AGENT AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



CHARLES B. ROTH

SWORN TO AND SUBSCRIBED BEFORE ME THIS ^{25th} DAY OF MARCH, 2004.



Jeannie K. Phillips
My Commission 00070003
Expires December 18, 2005

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