

Elias
143 Seaspray Avenue
Palm Beach, FL 33480

Corporate Records Bureau
Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32311

P95000036146

RE: Paperbag, Inc.

Dear Sirs/Madam:

Enclosed you will find Articles of Incorporation with regard to the above named corporation.

Also enclosed is a check for the following:

| | |
|--------------------------|-----------|
| Filing fee | \$ 35.00 |
| Designation - Reg. agent | 35.00 |
| Certified copy fee | 52.50 |
| | <hr/> |
| | \$ 122.50 |
| | ===== |

Please contact us with any questions.

Sincerely,

Pauline Elias, President



enclosure (original & duplicate)

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***122.50 ***122.50

File: Corp.cht

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -4 AM 8:45

ARTICLES OF INCORPORATION
OF

PAPERBAG, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAY -4 AM 8:45

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation shall be Paperbag, Inc.

The principal place of business of this corporation shall be 145 Seaspray Avenue, Palm Beach, Florida 33480.

ARTICLE II

Duration

This corporation shall exist perpetually.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 100 shares of no par value common stock, which shall be designated "Common Shares".

ARTICLE V

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the board of Directors and the shareholders.

ARTICLE VII

Cumulative Voting

At each election for Directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE VIII

Shareholder Quorum and Voting

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE IX

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 145 Seaspray Avenue, Palm Beach, Florida 33480 and the name of the initial registered agent of this corporation at that address is William D. Elias.

ARTICLE X

Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation is:

Pauline Elias
145 Seaspray Avenue
Palm Beach, Florida 33480

ARTICLE XI

Special Provision

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE XII

Incorporator

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

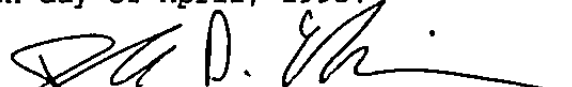
Pauline Elias
145 Seaspray Avenue
Palm Beach, Florida 33480

ARTICLE XIII

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, any right conferred upon the shareholders is subject to this reservation.

In WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14th day of April, 1995.


Subscriber

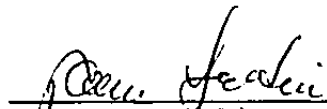
STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared Pauline Elias, known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 14th day of April, 1995.



PAUL N. LARKIN
My Commission CC37497
Expires May. 23, 1998



Notary Public, State of
Florida at large.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
APR 14 1995
CERTIFICATE DESIGNATING PLACE
OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED


IN COMPLIANCE with Section 48.091, Florida Statutes, the following
is submitted:

FIRST - That Paperbag, Inc. desires to organize or qualify under
the laws of the State of Florida, with its principal place of
business at County of Palm Beach, 145 Seaspray Avenue, Palm Beach,
Florida 33480.

Has named William D. Elias located at 145 Seaspray Avenue, Palm
Beach, Florida 33480 as its agent to accept service of process
within Florida.


Pauline Elias, Director
Date: 04/14/95

Having been named to accept service of process for the above stated
corporation, at the place designated in the 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.


William D. Elias
Date: 04/14/95

P95000036146

Paperbag of Palm Beach
223 Peruvian
Palm Beach, FL 33480

August 9, 1995

Steven Harris
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Dear Mr. Harris,

Please consider this letter as an official request to correct the address for the business known as Paperbag, Incorporated.


When papers were originally filed for our company the address was given in error as 145 Seaspray Avenue, Palm Beach, FL. We would appreciate your help in changing all records to read with our correct address, which is as follows:

Paperbag, Incorporated
223 Peruvian
Palm Beach, FL 33480

If you have any need to contact us on this matter, please feel free to write us at the above listed address, or call us at (407) 655 - 9393.

Thank you in advance for your help and consideration in this matter.

Yours truly,


Pauline D. Elias
President

SH 8/18