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12/30/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ACE INDUSTRIES, INC.  
CONTACT: PAM FRIEDMAN  
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NAME: BELLA BAGS, ETC., INC.

AUDIT NUMBER.....H97000021348

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

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## ARTICLES OF INCORPORATION

We, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the state of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit.

### ARTICLE I, NAME

The name of this corporation shall be as follows:

Bella Bags, Etc., Inc.

### ARTICLE II, NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

### ARTICLE III, CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 500 (five hundred) shares of common stock, of \$ 1.00 (one dollar) par value.

### ARTICLE IV, INITIAL CAPITAL

The amount of capital with which this corporation will begin business will not be less than \$ 100.00 (one hundred) dollars.

### ARTICLE V, TERM OF EXISTENCE

This corporation is to have perpetual existence.

### ARTICLE VI, ADDRESS

The initial street address in the state of Florida of the principal office shall be as follows:

1594 Weeping Willow Way  
Hollywood, FL 33019

The Board of Directors may from time to time move the principal office to any other address in the state of

Florida.

Prepared by:  
ace! Industries, Inc.  
54 Northwest 11th St.  
Miami, FL 33136  
(305) 358-2571

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#### ARTICLE VII, INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of Directors may be either increased or diminished by the by-laws adopted by the shareholders but shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

Adalberto Diaz  
1594 Weeping Willow Way  
Hollywood, FL 33019

John Haggiag  
1581 Weeping Willow Way  
Hollywood, FL 33019

#### ARTICLE VIII, INCORPORATOR

The name and address of the incorporator:

Adalberto Diaz  
1594 Weeping Willow Way  
Hollywood, FL 33019

#### ARTICLE IX, BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and shareholders.

#### ARTICLE X, AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholder is subject to this reservation.

#### ARTICLE XI, SUB CHAPTER S CORPORATION

This corporation may be a Sub-Chapter S Corporation as defined by the Internal Revenue Service.

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ARTICLE XII, REGISTERED AGENT, OFFICE AND ACCEPTANCE

The Registered Agent, listed below, with address, accepts this position as signed below:

Adalberto Diaz  
1594 Weeping Willow Way  
Hollywood, FL 33019

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: Adalberto Diaz

DATE: 12/12/97

IN WITNESS WHEREOF, the undersigned, as subscribing incorporators, have hereunto set our hand and seal on 12/12/97 for the purpose of forming this Corporation under the laws of the State of Florida, and hereon make and file, in the office of the Secretary of State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

Adalberto Diaz

SWORN TO AND SUBSCRIBED BEFORE ME THIS 12th day of December 1997 by Adalberto Diaz, who is personally known to me.

Donna M. Sotillo

NOTARY PUBLIC



Donna M. Sotillo  
MY COMMISSION # 00652769 EXPIRES  
June 21, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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