

P98000022884

Florida Rags Co.

6595 NW 36 St, Ste. 101B

Miami, Fl. 33166

Voice: 305-870-9929 - Fax: 305-870-0206

E-Mail: jasina@bellsouth.com

FAX TRANSMITTAL

700002449557--7
-03/12/98--01009--013
*****52.50 *****52.50

DATE: Mar 9th, 1998
TO: Dept. of State Div. of Corporations
ATTN: Beth Register

FROM: Pat Segebre
FAX: ()
SUBJECT: Florida Rags, Co.

*****MESSAGE*****

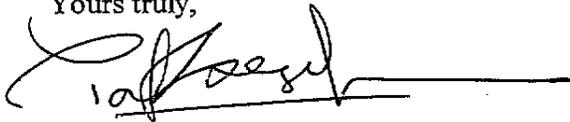
Dear Ms. Register:

As per our telephone conversation of this morning, enclosed please find a check in the amount of \$52.50 additional filing fees to obtain a certified copy of the articles.

Kindly, please mail it back to me in the same EMS envelope that I provided initially on March 5.(last Thursday)

Thank you very much for your help in this matter. Should you need additional information, please do not hesitate to contact the undersigned.

Yours truly,



Pat Segebre

/ps
encl.

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-03/06/98--01092--002
*****70.00 *****70.00

FILED
98 MAR 11 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W98-5119
B. REGISTER MAR 11 1998

ARTICLES OF INCORPORATION
OF

FLORIDA RAGS, CO.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

FLORIDA RAGS, CO.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

6595 N.W. 36th St., Suite 101B
Miami, Florida 33166

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One thousand shares (1,000) of One dollar(s) \$1.00
par value Common Stock, which shall be designated
"Common Shares".

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Ricardo A. Segebre
6595 N.W. 36th St., Suite 101B
Miami, Florida 33166

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Ricardo A. Segebre, President
6595 N.W. 36th St., Ste 101B
Miami, Florida 33166

Patricia Segebre, Vice President
6595 N.W. 36th St., Ste 101B
Miami, Florida 33166

ARTICLE VI OFFICERS AND DIRECTORS

The names of the directors and officer's are as follows:

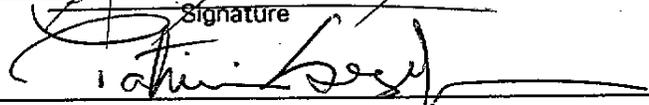
Ricardo A. Segebre, President
Patricia Segebre, Vice President
6595 N.W. 36th St., Ste. 101B
Miami, Florida 33166

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

5th day of March, 1998.



Signature



Signature

Signature

**Articles of Incorporation
Filing Fee - \$35**

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: FLORIDA RAGS, CO.

2. The name and address of the registered agent and office is:

Ricardo A. Segebre

(Name)

6595 N.W. 36th St., Suite 101B

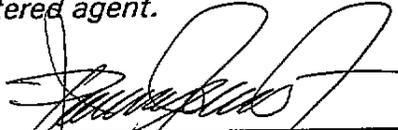
(P.O. Box not acceptable)

Miami, Florida 33166

(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Signature)

Date: March 5th, 1998