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FILED
01 APR 13 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 0721000000032
REFERENCE : 113778 4812503
AUTHORIZATION : Patricia Pigato
COST LIMIT : \$ 78.75

ORDER DATE : April 12, 2001

ORDER TIME : 11:12 AM

ORDER NO. : 113778-005

900003995039--0

CUSTOMER NO: 4812503

CUSTOMER: Mr. Chris Hughes
Faegre & Benson
2200 Wells Fargo Center
90 South Seventh Street
Minneapolis, MN 554023901

ARTICLES OF MERGER

WILSONS ACQUISITION
CORPORATION

INTO

BENTLEY'S LUGGAGE CORP.

RECEIVED
01 APR 13 PM 1:14
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS: *RR*

4/13/01

RECEIVED
01 APR 12 PM 12:43
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING:

WILSONS ACQUISITION CORPORATION, a Florida corporation P01000029089

INTO

BENTLEY'S LUGGAGE CORP., a Florida entity, 480778

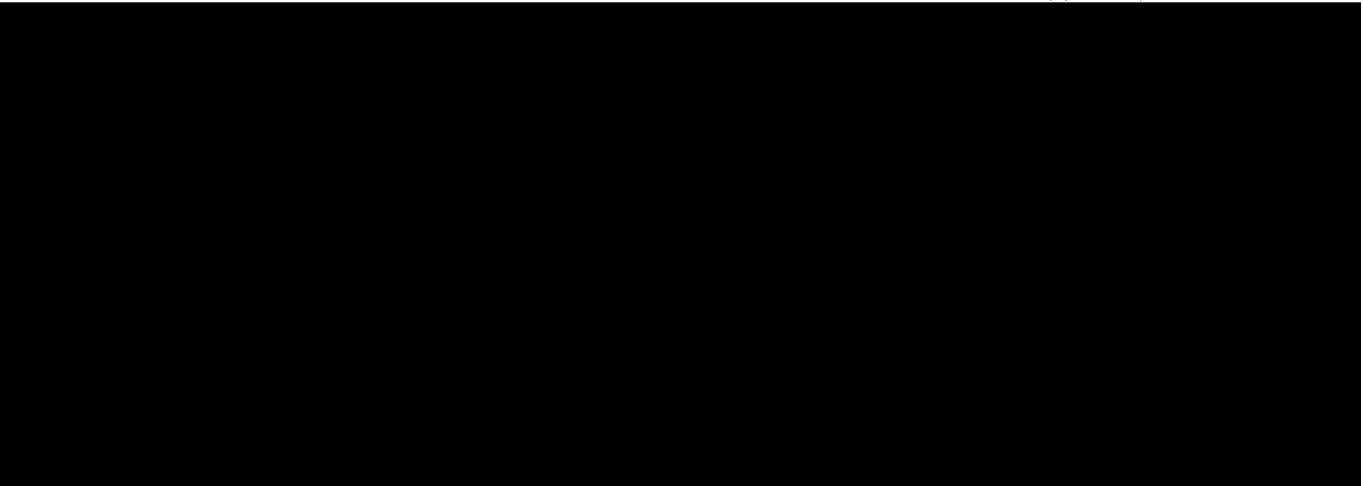
File date: April 13, 2001

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 78.75

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



ARTICLES OF MERGER
OF
BENTLEY'S LUGGAGE CORP.
(a Florida corporation)

FILED
01 APR 13 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AND

WILSONS ACQUISITION CORPORATION
(a Florida corporation)

To the Secretary of State
of the State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, it is hereby certified that:

1. These Articles of Merger are executed for the purpose of merging Wilsons Acquisition Corporation, a corporation organized under the laws of the State of Florida (the "Merging Corporation"), into Bentley's Luggage Corp., a corporation organized under the laws of the State of Florida (the "Surviving Corporation").
2. The Plan of Merger is attached hereto as Exhibit A.
3. The effective date of the merger shall be the date and time when the Articles of Merger are filed with the Florida Secretary of State (the "Effective Time").
4. The Plan of Merger was approved by resolution adopted by unanimous written consent in lieu of a meeting by the Board of Directors of the Surviving Corporation on April 4, 2001. The Plan of Merger was approved by resolution adopted by unanimous written consent in lieu of a meeting by the shareholders of the Surviving Corporation on April 4, 2001.
5. The Plan of Merger was approved by the sole shareholder of the Merging Corporation by written consent in lieu of a meeting on April 6, 2001. The Plan of Merger was approved by the Board of Directors of the Merging Corporation by unanimous written consent in lieu of a meeting on April 6, 2001.

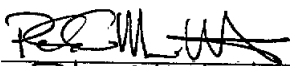
[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the parties hereto, have caused these Articles of Merger to be executed and delivered as of the 13th day of April, 2001.

BENTLEY'S LUGGAGE CORP.,
a Florida corporation

By: _____
Name: _____
Title: _____

WILSONS ACQUISITION CORPORATION,
a Florida corporation

By: 
Name: Peter G Michelutti
Its: V.P./CFO

ARTICLES OF MERGER

OF

BENTLEY'S LUGGAGE CORP.
(a Florida corporation)

AND

WILSONS ACQUISITION CORPORATION
(a Florida corporation)

To the Secretary of State
of the State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, it is hereby certified that:

1. These Articles of Merger are executed for the purpose of merging Wilsons Acquisition Corporation, a corporation organized under the laws of the State of Florida (the "Merging Corporation"), into Bentley's Luggage Corp., a corporation organized under the laws of the State of Florida (the "Surviving Corporation").

2. The Plan of Merger is attached hereto as Exhibit A.

3. The effective date of the merger shall be the date and time when the Articles of Merger are filed with the Florida Secretary of State (the "Effective Time").

4. The Plan of Merger was approved by resolution adopted by unanimous written consent in lieu of a meeting by the Board of Directors of the Surviving Corporation on April 4, 2001. The Plan of Merger was approved by resolution adopted by unanimous written consent in lieu of a meeting by the shareholders of the Surviving Corporation on April 4, 2001.

5. The Plan of Merger was approved by the sole shareholder of the Merging Corporation by written consent in lieu of a meeting on April 6, 2001. The Plan of Merger was approved by the Board of Directors of the Merging Corporation by unanimous written consent in lieu of a meeting on April 6, 2001.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the parties hereto, have caused these Articles of Merger to be executed and delivered as of the 13th day of April, 2001.

BENTLEY'S LUGGAGE CORP.,
a Florida corporation

By: David Veit
Name: DAVID VEIT
Title: CEO

WILSONS ACQUISITION CORPORATION,
a Florida corporation

By: _____
Name: _____
Its: _____

EXHIBIT A

PLAN OF MERGER

WHEREAS, this Plan of Merger was adopted by Bentley's Luggage Corp. by resolution adopted by unanimous written consent in lieu of a meeting of the Board of Directors on April 4, 2001, and by its shareholders in accordance with the provisions of Section 607.1103 of the Florida Business Corporation Act, and by Wilsons Acquisition Corporation by resolution adopted by unanimous written consent in lieu of a meeting of its Board of Directors on April 6, 2001 and by its sole shareholder in accordance with the provisions of Section 607.1103 of the Florida Business Corporation Act;

WHEREAS, the names of the corporations planning to merge are Bentley's Luggage Corp., a corporation organized under the laws of the State of Florida, and Wilsons Acquisition Corporation, a corporation organized under the laws of the State of Florida; and

WHEREAS, Bentley's Luggage Corp. and Wilsons Acquisition Corporation, shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Bentley's Luggage Corp., which shall be the surviving corporation upon the Effective Time of the merger (the "Surviving Corporation"), and shall continue to exist as said Surviving Corporation under the same name, "Bentley's Luggage Corp.", pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Wilsons Acquisition Corporation, which is hereinafter referred to as the "Merging Corporation," shall cease upon the Effective Time of the merger.

NOW, THEREFORE, the Plan of Merger pursuant to which the Merging Corporation is merged into the Surviving Corporation is as follows:

1. The Articles of Incorporation of Merging Corporation at the Effective Time of the merger shall be the Articles of Incorporation of the Surviving Corporation, except that said Articles are hereby amended by deleting Article "First" in its entirety and substituting the following therefor:

"FIRST: The corporate name for the corporation (hereinafter called the "Corporation") is Bentley's Luggage Corp."

A copy of the Articles of Incorporation as so amended are attached hereto as Exhibit 1, and shall, for all purposes, be considered the Amended and Restated Articles of Incorporation of the Surviving Corporation.

2. The present bylaws of Merging Corporation will be the bylaws of the Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of Articles of Incorporation of the Surviving Corporation and the Florida Business Corporation Act.

3. The directors in office of Merging Corporation at the Effective Time of the merger shall be the members of the Board of Directors of the Surviving Corporation, all of whom shall hold their respective offices until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Articles of Incorporation and bylaws.

4. The officers in office of Merging Corporation at the Effective Time of the merger shall be the officers of the Surviving Corporation, all of whom shall hold their respective offices until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Articles of Incorporation and bylaws.

5. Each share of issued and outstanding capital stock of the Surviving Corporation shall be converted as follows:

(a) Each share of Class L Common and Class B Common issued and outstanding immediately prior to the Effective Time (other than Dissenting Shares and shares of Class L Common and Class B Common held of record by WWT, Inc. or Merging Corporation or by the Surviving Corporation or any Subsidiary of the Surviving Corporation immediately prior to the Effective Time), shall be converted into and represent the right to receive an amount of cash equal to (A) One Hundred Dollars (\$100.00) divided by (B) the aggregate number of shares of Class L Common and Class B Common issued and outstanding as of the Effective Time.

(b) Each share of Class A Common issued and outstanding immediately prior to the Effective Time shall be cancelled and cease to exist, and no payment shall be made with respect to such shares.

(c) Each share of Class L Common and Class B Common held of record by WWT, Inc. or Merging Corporation or by the Surviving Corporation and any Subsidiary of the Surviving Corporation shall be cancelled and cease to exist, and no payment shall be made with respect to such shares.

(d) Each Dissenting Share shall be converted into the right to receive an amount equal to the fair value thereof determined in accordance with and subject to compliance with Sections 607.1301, 1302 and 1320 of the FBCA.

(6) Each share of common stock of Merging Corporation issued and outstanding as of the Effective Time shall automatically be converted into and exchanged for one fully paid and nonassessable share of common stock of the Surviving Corporation ("Surviving Corporation Common Stock").

EXHIBIT I

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF BENTLEY'S LUGGAGE CORP.

Bentley's Luggage Corp., a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Corporation") does hereby certify as follows:

WHEREAS, the original Articles of Incorporation of the Corporation were filed with the Florida Secretary of State on July 17, 1975, were then amended and restated on July 9, 1998, and then further amended on July 15, 1998 and October 31, 2000.

WHEREAS, these Restated Articles contain an amendment to the Articles of Incorporation of the Corporation which requires shareholder approval.

WHEREAS, these Amended and Restated Articles of Incorporation have been duly adopted by the Board of Directors of the Corporation and recommended to the Corporation's shareholder in accordance with the provisions of Section 607.1003 of the Florida Business Corporation Act.

WHEREAS, these Amended and Restated Articles were approved on April 6, 2001 by the written consent of the Corporation's shareholder pursuant to Sections 607.1003 and 607.0704 of the Florida Business Corporation Act, and the number of votes cast for the Amended and Restated Articles was sufficient for the approval thereof.

WHEREAS, the Articles of Incorporation of the Corporation are amended and restated in their entirety to read as follows:

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is BENTLEY'S LUGGAGE CORP.

SECOND: The street address of the principal office of the corporation is 7401 Boone Avenue North, Brooklyn Park, Minnesota 55428.

THIRD: The number of shares that the corporation is authorized to issue is 1,000, all of which are of a par value of \$.01 dollars each and are of the same class and are Common shares.

FOURTH: The street address of the registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SIXTH: The purposes for which the corporation is organized are as follows:

To engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

SEVENTH: The duration of the corporation shall be perpetual.

EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

BENTLEY'S LUGGAGE CORP.

By: [Signature]
Name: _____
Title: _____

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Amended and Restated Articles of Incorporation, 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.

CORPORATION SERVICE COMPANY

By: [Signature]
Date: 4-12-01

BRIAN COURTNEY, ASST. V.P.

MI:739542.03