

617212

Charter Number Only

9/11/98 Duran

Requestor's Name
Ofelia Beiro
Address
1996 SW First Street
Miami FL 33135
City State ZIP Phone

643-5790

VALIDATION ONLY

800002637938--0
-09/14/98--01010--004
*****87.50 *****87.50

CORPORATION(S) NAME

TUMI INTERNATIONAL, INC.

FILED
98 SEP 14 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input checked="" type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | <input type="checkbox"/> After 4:30 | <input type="checkbox"/> Mail Out |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Certified Copy



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RECEIVED
98 SEP 14 AM 9:31

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98 SEP 14 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION

1. The name of the corporation is TUMI INTERNATIONAL, INC.
2. The name and address of its officers are:

Name	Address	Title
JAMES POPE	8130 SW 10 TERR MIAMI, FLORIDA	VICE PRESIDENT
GUSTAVO HUAROTO	9308 N.W. 13 STREET MIAMI, FLORIDA	PRESIDENT

3. The name and address of its directors:

Name	Address
GUSTAVO HUAROTO	9308 N.W. 13 STREET MIAMI, FLORIDA

4. That the resolution to dissolve the above named corporation was unanimously adopted by the Board of Directors and the holders of 100% of the issued and outstanding shares of stock of the corporation on MAY 1st, 1998, at a Joint Meeting of Stockholders and Directors.

5. All debts obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefore.

6. All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.

7. There are no actions pending against the corporation in any Court.

A copy of the resolution to dissolve is attached. That resolution was adopted by the shareholders of the corporation on the 1st day of MAY, 1998.

DATED this 1st day of MAY, 1998.


JAMES POPE
VICE PRESIDENT


GUSTAVO HUAROTO
PRESIDENT

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this ____ day of MAY, 1998, by GUSTAVO HUARTOTO AND JAMES POPE, who are personally known to me or who has produced Driver's
licenses as identification and who did take an oath.

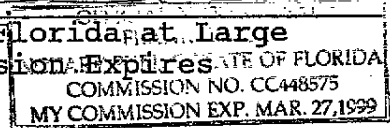
NOTARY PUBLIC:

Sign: 

Print: Frank Dorian

State of Florida at Large

My Commission Expires



MINUTES OF THE JOINT SPECIAL MEETING
OF STOCKHOLDERS AND DIRECTORS

The Board of Directors and Stockholders of TUMI INTERNATIONAL, INC. a Florida corporation, met at offices of the corporation on the 19 day of MAY, 1998, at 11: 00 o'clock A.M., pursuant to a call of the meeting by the President.

Present were a quorum of the Stockholders, to wit:

Name	Shares
JAMES POPE	
GUSTAVO HUAROTO	

and a quorum of the members of the Board of Directors, to wit:

Name
JAMES POPE
GUSTAVO HUAROTO

The President of the corporation, GUSTAVO HUAROTO, presided as Chairman of the meeting and JAMES POPE, Vice President, acted as such.

The Chairman called the meeting to order and the Secretary thereupon presented and read the Waiver of Notice to the meeting signed by all the Stockholders and Directors of the corporation, which was ordered to be made part of the minutes of this meeting.

The Chairman announced that the purpose of the meeting was to discuss and act upon a proposal to adopt a plan of liquidation and dissolution of the corporation and to sell the principal assets of the corporation.

After discussion and review, the following resolutions were unanimously adopted by the Board of Directors and the holders of 100% of the issued and outstanding shares of the stock of the corporation.

BE IT RESOLVED AS FOLLOWS:

1. That in the judgment of the Board of Directors and the Shareholders of the corporation it is deemed advisable and for the benefit of the corporation that it be liquidated and dissolved.

2. That a plan of liquidation be and it hereby is formulated to affect such liquidation and dissolution as hereinafter provided.

3. That the liquidation and dissolution be in accordance with Sections of the Internal Revenue Code of 1954, as amended, and in accordance with the provision of Sections 607.257 and 607.261 of the Florida Statutes, and that the officers of the corporation are hereby authorized to file a copy of these resolutions and such certificates as may be necessary to dissolved this corporation with the Secretary of State of the State of Florida.

4. That the officers of the corporation are authorized to sell and otherwise liquidate any and all of the properties and assets of the corporation which in their judgment should be sold or liquidated to facilitate the liquidation of the corporation.

5. That the officers of the corporation, President and Secretary are hereby authorized to execute any and all deeds of conveyance, and any other documents that may be necessary to effectively transfer and convey such properties and assets, upon such terms and conditions as may be approved by the Board of Directors.

6. That after effecting such sales and providing for the property debts of the corporation, that any remaining assets of the corporation be distributed to the Stockholders of the corporation as soon as possible, but in no event later than the termination of a one month period, commencing on the date of these resolutions.

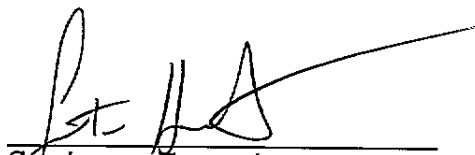
7. That the officers of the corporation are hereby authorized and directed to pay all such fees and taxes and to do or cause to be done such acts and things as they may deem necessary or proper in order to carry out the liquidation and dissolution of the corporation, and to fully effect the purposes of the foregoing resolutions.

8. That the accountants for the corporation shall file all necessary tax returns and forms with the District Director of Internal Revenue in Chamblee, Georgia, together with a certified copy of these resolutions.

9. That the accountants for the corporation shall assist those Shareholders who desire to have their gain taxed as provided in Section 333 of the Internal Revenue Code of 1954, as amended, for federal income tax purposes, in preparing form 964 and filing same with the Internal Revenue Service with a period of 30 days from the date of this meeting.

10. That the corporation, its officers, directors and shareholders relinquish the use of the corporate name to Monica Pauley to use as a corporate name.

There being no further business before the meeting, the meeting was duly adjourned.


Gustavo Huaroto
Chairman


James Pope Vice President

CORPORATE RESOLUTION

THAT WE, the undersigned as President and Secretary respectively of TUMI INTERNATIONAL, INC., a Florida corporation, do hereby represent that we are the majority of the Board of Directors of said Corporation and represent all of the Shareholders of said Corporation.

That at a Special Meeting of all of the Directors and Shareholders of said Corporation held on the 15th day of MAY, 1998, at 11:00 o'clock A.M., the following resolution was unanimously passed, accepted and approved:

"BE IT RESOLVED, that in the judgment of the Board of Directors and the Shareholders of the corporation it is deemed advisable and for the benefit of the corporation that it be liquidated and dissolved."

"BE IT RESOLVED, that the President, GUSTAVO HUAROTO, and the Vice President, JAMES POPE, of TUMI INTERNATIONAL, INC., a Florida corporation, are hereby authorized to execute any and all instruments necessary to effectuate the liquidation and dissolution of the corporation in accordance with Florida Statutes Section 607. 1403 and Internal Revenue Code of 1954, as amended"

Dated this 15th day of MAY, 1998.

TUMI INTERNATIONAL, INC.

By [Signature]
GUSTAVO HUAROTO, President

Attested by [Signature]
JAMES POPE, VICE PRESIDENT

CORPORATE RESOLUTION

THAT WE, the undersigned individually and as President and Vice President respectively of TUMI INTERNATIONAL, INC. a Florida corporation, do hereby represent that we are the majority of the Board of Directors of said Corporation and represent the majority of the Shareholders of said Corporation.

That at a Special Meeting of all of the Directors and Shareholders of said Corporation held on the 1ST day of MAY, 1998, at 7:00 o'clock, the following resolution was unanimously passed, accepted and approved:

"BE IT RESOLVED, to allow and authorize Monica Davley to incorporate under the name of TUMI INTERNATIONAL, INC. as our corporation does simultaneously with is incorporation will dissolve TUMI INTERNATIONAL, INC., CHARGER NO. 59-1888308."

Dated this 1ST day of MAY, 1998.

Attested by James Pope
JAMES POPE, VICE PRES.

By Gustavo Huaroto
GUSTAVO HUAROTO President

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this
day of MAY, 1998, by GUSTAVO HUARTOTO AND JAMES POPE, who are
personally known to me or who has produced Driver's
License as identification and who did take
an oath.

NOTARY PUBLIC:

Sign: 

Print: Frank Duran
State of Florida at Large
My Commission Expires

