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ACCOUNT NO. : 072100000032

REFERENCE : 708177 4329681

AUTHORIZATION :

Patricia Pizito

MJH

COST LIMIT : \$ 70.00

ORDER DATE : May 23, 2000

ORDER TIME : 9:54 AM

ORDER NO. : 708177-010

W-13525
700003266337-2

CUSTOMER NO: 4329681

CUSTOMER: Ms. Jan Deem
Samsonite Corporation
11200 East 45th Ave.

Denver, CO 80239

FOREIGN FILINGS

NAME: DIRECT MARKETING VENTURES,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

00 MAY 25 AM 10:44

RECEIVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 25 AM 9:32



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 25, 2000

CSC
ATTN: JANINE LAZZARINI

SUBJECT: DIRECT MARKETING VENTURES, INC.
Ref. Number: W00000013525

RESUBMIT
Please give original
submission date as file date.

We have received your document for DIRECT MARKETING VENTURES, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being retained for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 300A00029923

*Kristen will
have Act. Voided.*

RECEIVED
00 JUN 15 AM 8:54
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS OF
DIRECT MARKETING VENTURES, INC.

The undersigned, comprising all of the current directors of Direct Marketing Ventures, Inc. (the "Corporation") hereby consent to, approve and adopt the following resolutions in writing without a meeting, in accordance with the applicable provision of the Colorado Corporation Code and the Articles and Bylaws of Direct Marketing Ventures, Inc., and waive all notices required therefor:

WHEREAS, the Company desires to qualify to do business in the State of Florida under the name of Samsonite.com, Inc.,

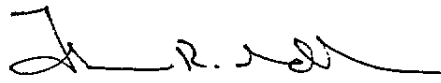
NOW, THEREFORE, BE IT


RESOLVED, that the Company be and hereby is authorized to seek qualification to do business in the State of Florida under the name Samsonite.com, Inc.;

FURTHER RESOLVED, that the President, any Vice President, Secretary, Treasurer, or Assistant Secretary or Treasurer (the "Authorized Officers") be and each of them individually hereby is authorized and directed, in the name and on behalf of the Company, to take any and all action and to execute and deliver any and all agreements, instruments, and documents, and to pay all such fees, expenses and taxes as may be necessary or appropriate to facilitate the intent of the foregoing resolutions, the performance of such action or the execution of such agreements, instruments, or documents and the making of any such payments to be conclusive evidence of the exercise of the discretionary authority conferred herein; and

FURTHER RESOLVED, that all actions previously taken by any officer of the Company in connection with the transactions contemplated by any of the foregoing resolutions (including the execution and delivery of any document or agreement) are hereby adopted, ratified, confirmed and approved in all respects as actions by or on behalf of the Company.

Dated: Effective May 12, 2000.


Thomas R. Sandler, Director


Richard H. Wiley, Director

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 25 AM 9:32

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. DIRECT MARKETING VENTURES, INC.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Colorado

(State or country under the law of which it is incorporated)

3. 84-1033646

(FEI number, if applicable)

4. May 16, 1986

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. on or about April 15, 2000

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. c/o Samsonite Corporation, 11200 East 45th Avenue,

Denver, Colorado 80239

(Current mailing address)

The purpose of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized and

8. incorporated under the Colorado Corporation Code or the Colorado

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) Business Corporation Act.

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301

(Zip code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 25 AM 9:32

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative 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]

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

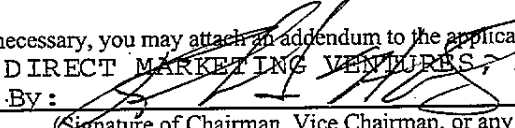
Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

DIRECT MARKETING VENTURES, INC.

13. By: 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
Richard H. Wiley

14. Secretary and Treasurer

(Typed or printed name and capacity of person signing application)

DIRECT MARKETING VENTURES, INC.

FEI Number: 84-1033646

Directors

Thomas R. Sandler
11200 East 45th Avenue
Denver, Colorado 80239

Richard H. Wiley
11200 East 45th Avenue
Denver, Colorado 80239

DIRECT MARKETING VENTURES, INC.

FEI Number: 84-1033646

Officers

Thomas R. Sandler
11200 East 45th Avenue
Denver, Colorado 80239

President

Richard H. Wiley
11200 East 45th Avenue
Denver, Colorado 80239

Secretary and Treasurer

Mark Korros
91 Main Street
Warren, Rhode Island 02885

Vice President

Gregory W. O'Connor
11200 East 45th Avenue
Denver, Colorado 80239

Assistant Secretary

Robert J. Holtschlag
11200 East 45th Avenue
Denver, Colorado 80239

Assistant Treasurer



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, DONETTA DAVIDSON, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

DIRECT MARKETING VENTURES, INC.
(COLORADO CORPORATION)

FILE # 19871673149 WAS FILED IN THIS OFFICE ON May 16, 1986
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: May 18, 2000

Donetta Davidson

SECRETARY OF STATE