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Attn: Sue Deverson
#990915.0003

From: Account Name : TRIPP SCOTT, P.A.
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FLORIDA PROFIT CORPORATION OR P.A.

The Luggage Shoppe, Inc.

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**ARTICLES OF INCORPORATION
OF
THE LUGGAGE SHOPPE, INC.**

2002 DEC 18 AM 9:46

CLERK OF STATE
TALLAHASSEE FLORIDA

The Incorporator named herein does hereby subscribe to and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I
NAME**

The name of this Corporation is:

The Luggage Shoppe, Inc.

**ARTICLE II
PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE III
CAPITAL STOCK**

This Corporation is authorized to issue Five Thousand (5,000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE IV
PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of this Corporation is:

2055 Thomasville Road, #E-103
Tallahassee, FL 32308

Prepared by: Tanya L. Bower, Esq.
FL Bar No. 0093378
Tripp Scott, P.A.
P.O. Box 14245
Fort Lauderdale, FL 33302
(954) 525-7500

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**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the street address of the initial registered office of this Corporation in the State of Florida is:

Tanya L. Bower, Esq.
c/o Tripp Scott, P.A.
110 SE 6th Street, 15th Floor
Ft. Lauderdale, FL 33301

**ARTICLE VI
INCORPORATOR**

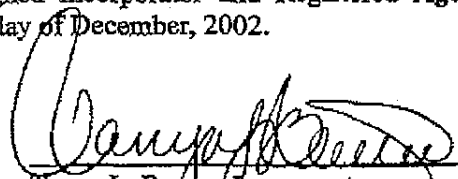
The name and street address of the Incorporator is:

Tanya L. Bower, Esq.
c/o Tripp Scott, P.A.
110 SE 6th Street, 15th Floor
Ft. Lauderdale, FL 33301

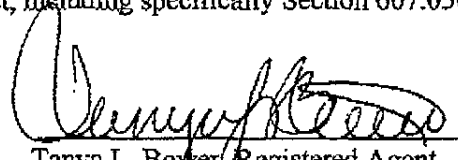
**ARTICLE VII
AMENDMENT**

These Articles of Incorporation may only be amended by the Board of Directors (but only to the extent permitted by the Florida Business Corporations Act) or by the vote of shareholders holding a majority of the issued and outstanding common stock of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent have executed these Articles of Incorporation this 18th day of December, 2002.


Tanya L. Bower, Incorporator

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that she is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.


Tanya L. Bower, Registered Agent

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