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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850)205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305)599-0839  
Fax Number : (305)716-0346

FLORIDA PROFIT/NON PROFIT CORPORATION

THE LUGGAGE & HANDBAGS OUTLET INC.

|                       |         |
|-----------------------|---------|
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

THE LUGGAGE & HANDBAGS OUTLET INC.

ARTICLE I - NAME

The name of this corporation is THE LUGGAGE & HANDBAGS OUTLET  
INC. - - - - -

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner  
dissolved in accordance with the laws of the State of Florida.  
Corporate existence shall commence at the time of the filing of  
the articles by the Department of the State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any  
and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of One  
Dollars . . . . . 00/100 - (\$ 1.00 ) par value common stock  
which shall be designated "COMMON SHARES".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of  
this corporation of the same kind, class or series as that which  
he already holds, shall have the right to purchase his pro-rata  
share thereof (as nearly as may be done without issuance of  
fractional shares) at the price at which it is offered to  
others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial and principal place of business of this corporation  
shall be at 11401 NW 12 Street Ste. 136 - Miami Florida 33172.  
Mailing address should be at 11401 NW 12 Street Ste. 136 Miami  
FL 33172.  
The registered agent of this corporation shall be Silvia  
Guardarrama, the street address shall be located at: 11401 NW 12  
Street Ste. 136 -Miami - Fl 33172.

Prepared by:  
Silvia Guardarrama  
11401 NW 12 Street Ste 136  
Miami FL 33172  
786-382-5609

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one directors(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name(s) and address(es) of the initial director(s) of this corporation is(are):

Silvia Guardarrama  
921 SW 82 Avenue  
Miami FL 33144

ARTICLE VIII - INCORPORATORS

The name and address of the each incorporator are:

Silvia Guardarrama  
921 SW 82 Avenue  
Miami FL 33144

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders.

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the board of directors or the holders of not more than one tenth of all the shares entitled to vote at the meeting.

ARTICLE XI - SHAREHOLDERS QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII - CAPITAL AMOUNT

The amount of capital with which this corporation shall commence business shall not be less than Five Hundred Dollars . . . . .  
.. .00/100 - - - - (\$ 500.00).

ARTICLE XIV - SUBSCRIBERS

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

In witness whereof, the undersigned subscribers have executed these articles of incorporation this 12 day of September, 2006.

President

 (seal)  
Silvia Guardarrama

Vice President

\_\_\_\_\_ (seal)

Secretary

\_\_\_\_\_ (seal)

Treasurer

\_\_\_\_\_ (seal)

STATE OF FLORIDA )

                              ) SS:  
COUNTY OF DADE )

Before me, a notary public authorized to take acknowledgement in the state and county set forth above, personally appeared:  
Silvia Guardarrama - - - - -

known to me and known by me to the person(s) who executed the foregoing articles of incorporation, and he(they) acknowledged before me that he(they) executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 12 day of September, 2006.



Juan M. Benitez  
Commission #02221196  
Expires: Jul 25, 2007  
Bonded Thru  
Atlantic Bonding Co., Inc.



NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registers office/registered agent, in the State of Florida.

1. The name of the corporation is: THE LUGGAGE & HANDBAGS OUTLET  
INC. - - - - -

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

Silvia Guardarrama  
11401 NW 12 Street Ste 136  
Miami FL 33172

SIGNATURE

  
(Corporate Officer)

TITLE President

DATE: September 12, 2006

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE

  
(Registered Agent)

DATE: September 12, 2006