

P96000050610

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

100001844131  
-05/30/96---01032---014  
\*\*\*\*131.25 \*\*\*\*131.25

SUBJECT: FIONA (U.S.A.), Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of Incorporation and a check  
for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☒ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

FROM: VICTOR VELAZQUEZ  
Name (printed or typed)

500 WEST FLAGLER STREET  
Address

MIAMI, FL 33130  
City, State & Zip

305 545-8302  
Daytime Telephone number

FILED  
95 JUN 13 PM 1:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5-29.  
W-11834  
KR

NOTE: Please provide the original and one copy of the articles.



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

**FILED**

**JUN 13 PM 1:20**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**June 5, 1996**

**VICTOR VELAZQUEZ**  
**500 WEST FLAGLER STREET**  
**MIAMI, FL 33130**

**SUBJECT: FIONA (U.S.A.), INC.**  
**Ref. Number: W96000011834**

We have received your document for FIONA (U.S.A.), INC. and your check(s) totalling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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 (904) 487-6052.

**Kimberly Rolfe**  
**Document Specialist**

**Letter Number: 096A00027993**

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We, the undersigned, hereby associate ourselves together for the purpose of organizing a corporation in accordance with the laws of the State of Florida.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE ONE

The name of the corporation shall be : FIONA (U.S.A.), INC.

#### ARTICLE ONE-A

The general nature of the business to be transacted by this corporation shall be: to WHOLE SALE LUGGAGE AND TRAVELWARE RELATED MERCHANDISE

#### ARTICLE TWO

The corporation may also engage in any other business that any corporation incorporated under the laws of the State of Florida may lawfully engage in.

#### ARTICLE THREE

This corporation shall have the following express powers:

- 1- To have succession by its corporate name, perpetually.
- 2- To sue and be sued, and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
- 3- To adopt and use a corporate seal and alter said seal.
- 4- To appoint such officers and agents as its affairs shall require and allow them suitable compensation.
- 5- To adopt, change, amend, and repeal by-laws, not inconsistent with law or this certificate of incorporation, for the exercise of its corporate powers, the management, regulation and government of its affairs and property, the transfer on its records of its stock or other evidence of interest or indebtedness, and the calling and holding of meetings of its stockholders.
- 6- To make and enter into all contracts necessary and proper for the conduct of business.
- 7- A To conducts business, have one or more offices, and to buy, hold, mortgagee, sell, convey or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in foreign countries.
- B- To purchase the corporate assets of any other corporation and engage in the same character of business.

**C- To acquire, enjoy, utilize and dispose of patents, copyrights, and trademarks and any licenses or other rights or interests thereunder or therein.**

**D- To take, hold, sell, and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.**

**8- a) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidence of indebtedness created by any other corporation of this state or any other state or government; while owner of such, stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.**

**B) To purchase, hold, sell and transfer shares of its own capital stock, provided that this corporation shall not purchase any of its own capital stock except from the surplus of its assets over its liabilities including capital. Share of its own capital stock owned by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholder's quorum or vote.**

**9- To do all and everything necessary and proper for the accomplishment of the objects enumerated in this certificate of incorporation or necessary or incidental to the benefit and protection of the corporation, and to carry on any lawful business necessary or incidental to the attainment of the objects enumerated in this certificate of incorporation.**

**10- To contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as it or its board of directors may deem necessary or expedient and shall authorize agree upon, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured and execute such mortgages, or other instruments upon encumbering its property or as occasion may require and the board of directors deem expedient.**

#### **ARTICLE FOUR**

**The maximum number of shares of stock that this corporation is authorized to have outstanding is ONE HUNDRED shares of common stock of TEN (\$10.00) par value.**

#### **ARTICLE FIVE**

**The amount of capital with which this corporation shall begin business will not be less than ONE THOUSAND ( \$1000.00)**

#### **ARTICLE SIX**

**This corporation shall have perpetual existence.**

#### **ARTICLE SEVEN**

**The post office address of the principal place of business of the corporation shall be:**

**500 WEST FLAGLER ST., MIAMI, FLORIDA 33130**

**ARTICLE EIGHT**

The number of directors constituting the Board of Directors shall be fixed as provided by the by-laws, but shall not be fixed at less than one.

**ARTICLE NINE**

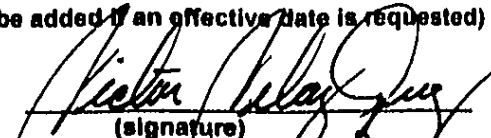
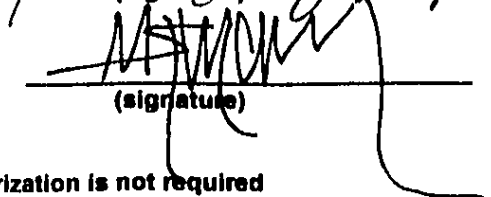
The names and post office address of the members of the first board of directors of the corporation are:

Stephen Peng 500 West Flagler st., Miami , Fl. 33130  
Victor Velazquez 3000 S. W. 4th Ave., Miami, Fl 33129

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this

10 day of June, 1996

( an additional article must be added if an effective date is requested)

  
(signature)  
  
(signature)

Notarization is not required

**NOTE:** Affixing an officer title after a signature of an incorporation does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: FIONA (U.S.A.), Inc.

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

VICTOR VELAZQUEZ  
(NAME)

500 WEST FLAGLER ST.  
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

MIAMI, FL 33130

(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.*

  
(SIGNATURE)  
VICTOR VELAZQUEZ

05/04/96  
(DATE)