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STAACK and KLEMM, P.A.  
Attorneys At Law

JOSEPH T. HOJISON  
RUSSELL H. KLEMM  
RICHARD P. MEYERS  
JOHN S. SIMMS  
JAMES A. STAACK •  
MARK A. WHEELER

\*Bar Certified Attorneys Real Estate

121 N. OSCEOLA AVENUE  
SECOND FLOOR  
CLEARWATER, FL 34615

PHONE: (813) 441-2635  
FAX: (813) 461-4836

August 12, 1996

The Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

200001922152  
-08/14/96--01087--004  
\*\*\*\*122.50 - 122.50

Re: HANI'S LUGGAGE, INC.

Dear Sir:

Enclosed herewith please find two original executed Articles of Incorporation for the above referenced corporation, Certificate of Designation Registered Agent/Registered Office, along with our check in the amount of \$122.50 to cover the cost of the following:

Filing Fee	\$ 35.00
Certification & Return of Copy	52.50
Registered Agent Designation	<u>35.00</u>
Total	\$122.50

Kindly return the Certificate of Incorporation along with the certified copy of the Articles of Incorporation to me at the above address.

Thank you for your attention to this matter.

Very truly yours,

AUG 15 1996

BSB

John S. Simms

JSS/ked  
Enc.

FILED  
96 AUG 14 PM 3:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
HANI'S LUGGAGE, INC.**

**FILED**  
96 AUG 14 PM 3:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation is HANI'S LUGGAGE, INC.

**ARTICLE II**

The street address of the initial principal office of the corporation is:

483 Mandalay Avenue, Suite 106  
Clearwater Beach, FL 34630

**ARTICLE III**

The corporation shall have perpetual existence.

**ARTICLE IV**

This corporation is organized for the purpose of any and all lawful business permitted under the laws of the United States and of the State of Florida.

**ARTICLE V**

The corporation is authorized to issue a total of 5,000 shares. Such shares shall be of a single class and shall have no par value.

**ARTICLE VI**

Stockholders of the corporation shall have the preemptive right to subscribe to any and all additional issues of stock of the corporation.

#### ARTICLE VII

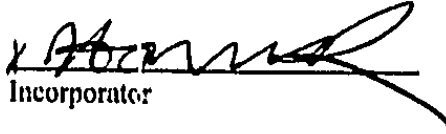
The street address of the initial registered office of the corporation is 121 North Osceola Avenue, Second Floor, Clearwater, FL 34615 and the name of the initial registered agent of the corporation at that address is John S. Simms.

#### ARTICLE VII

The name and address of the incorporator of the corporation is:

Found Hanna  
135 W. 29th Street  
New York, NY 10001

The undersigned has executed these Articles of Incorporation this 24 day of August, 1996.

  
Incorporator

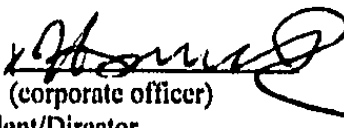
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

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: HANI'S LUGGAGE, INC.
2. The name and address of the registered agent and office is:

John S. Simms  
121 North Osceola Avenue  
Second Floor  
Clearwater, FL

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SIGNATURE   
(corporate officer)

TITLE: President/Director

DATE: 8-9-96

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 

DATE: 8-9-96