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TRANSMITTAL LETTER

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

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-10/01/96--01025--004
****122.50 ****122.50

SUBJECT: B & L LUGGAGE & GIFT SHOP, INC.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 122.50.

FROM: TERESA OTERO
Name _____
790 E. 44th STREET
Address _____
HIALEAH, FL 33013
City, State, & Zip _____
(305) 688-6600
Telephone Number _____

FILED
96 SEP 30 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Note: Additional copy of articles is needed only when certified copy is requested.

nc OCT 2 1996

ARTICLES OF INCORPORATION
OF
B & L LUGGAGE & GIFT SHOP, INC.

FILED
96 SEP 30 /M 9 05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, subscribers to these Articles of Incorporation are natural persons competent to contract and do hereby associate themselves to form a Corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is: **B & L LUGGAGE & GIFT SHOP, INC.**

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is **FIVE HUNDRES SHARES** with no par value.

ARTICLE IV

This Corporation is to exist perpetually.

ARTICLE V

The amount of capital with which this Corporation will begin business is **FIVE HUNDRED, (\$500.00).**

ARTICLE VI

The initial post office address of the principal office of this corporation is 2801 Collins Avenue, Miami Beach, FI 33140.

ARTICLE VII

This Corporation shall has two Directors initially. The number of Directors may be increased from time to time by by-laws adopted by the stockholders, but shall never be more than ten or less than one.

ARTICLE VIII

The names and post office of the initial members of the First Board of Directors are:

NAMES:	ADDRESS:	OFFICER:
BEATRIZ BANNER	1000 MICHIGAN AVE, APT 302 MIAMI BEACH, FL 33139	President Treasurer
LEE BANNER	1000 MICHIGAN AVE, APT 302 MIAMI BEACH FL 33139	Vice-Pres. Secretary

ARTICLE IX

The names and post office address of the subscribers of these articles of Incorporation, the number of shares of stock that they agree to take, and the value of the consideration, therefore, are:

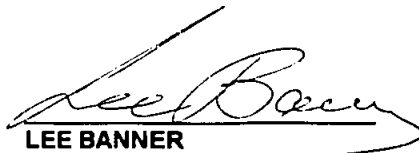
NAMES:	ADDRESS:	SHARES:
BEATRIZ BANNER	1000 MICHIGAN AVE, APT 302 MIAMI BEACH, FL 33139	250
LEE BANNER	1000 MICHIGAN AVE, APT, 302 MIAMI BEACH, FL 33139	250

ARTICLE X

These *ARTICLES OF INCORPORATION* may be amended in the manner provided by the law, every amendment shall be approved by the Board of Directors proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and Stockholders sign a written statement their intention that certain amendment of these *ARTICLES OF INCORPORATION* be made.



BEATRIZ BANNER
President



LEE BANNER
Vice-President

FILED
96 SEP 30 AM 9 05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATION DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON PROCESS MAYBE SERVED.**

In pursuance of Chapter 48,091, Florida Statutes, the following is submitted, in compliance with said Act:

That **B & L LUGGAGE GIFT SHOP, INC.**, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at City of Miami Beach County of Dade, State of Florida, has named **LEE BANNER** at 1000 Michigan Avenue, Apt. 302, Miami Beach, Fl 33139 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keep open said office.

By: 

Resident Agent