

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 97 APR 22 PM 12:58
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

K.R. APR 22 1997

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	4-22-97		
TIME	7:32		CK No. _____
BY	CJB		

WALK-IN
 Will Pick Up _____

RE: Express Luggage, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express SM		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> (-) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		

SUBTOTALS

FEE.....	\$ 87.45
DISBURSED.....	\$ 22.50
SURCHARGE.....	\$ 1.10
TAX on corporate supplies.....	\$.19
SUBTOTAL.....	\$ 111.24
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
EXPRESS LUGGAGE, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I- NAME

The name of this Corporation is: EXPRESS LUGGAGE, INC.

ARTICLE II-DURATION

This Corporation shall have perpetual existence.

ARTICLE III-PURPOSE

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

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of one dollar par value common stock.

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 prorata 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 street address of the initial registered office is:
350-75th Street, #21, Miami Beach, Florida 33141 and the name of
the intial registered agent and resident agent of this
corporation is:

BORIS ARENCIBIA
350-75TH STREET, #21
MIAMI BEACH, FLORIDA 33141

ARTICLE VII- PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation
is: 350-75th Street, #21, Miami Beach, Florida 33141.

ARTICLE VIII-INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The
number of directors may be either increased or diminished from
time to time by the By-Laws. The name and address of the initial
director of this Corporation is:

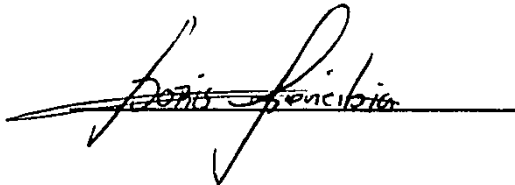
BORIS ARENCIBIA
350-75TH STREET #21
MIAMI BEACH, FLORIDA 33141

ARTICLES IX- INCORPORATOR

The name and address of the person signing the Articles as
Incorporator and Subscriber is:

BORIS ARENCIBIA
350-75TH STREET #21
MIAMI BEACH, FLORIDA 33141

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 21 day of April, 1997.



STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared Boris Arencibia, who produced _____ as identification or who is personally known to me and known to me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid on this 21 day of April, 1997.

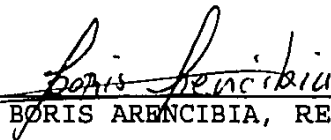

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:



SIMULTANEOUS ACCEPTANCE OF APPOINTMENT AS REGISTERED
AGENT OF EXPRESS LUGGAGE, INC.

The undersigned, Boris Arencibia, pursuant to Florida Statutes Section 607.034 (3) hereby accepts the appointment as registered agent of EXPRESS LUGGAGE, INC. and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 607.325.


BORIS ARENCIBIA, REGISTERED AGENT

STATE OF FLORIDA)
)
COUNTY OF DADE)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and County set forth above, personally appeared Boris Arencibia, who produced _____ as identification or who is personally known to me and known to me to be the person who executed the foregoing Simultaneous Acceptance of Appointment as Registered Agent of EXPRESS LUGGAGE, INC.

IN WITNESS WHEREOF, I have hereto set my hand and affixed my official seal in the State and County aforesaid on this 21 day of April, 1997.



NOTARY PUBLIC, State of Florida at Large

My commission Expires:

