

Charter Number Only

12/17/97
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Requestor's Name
Kenneth Kekant
Address
11001 Lincoln Rd. #208
Miami Beach, FL 33139
City State ZIP Phone

#531-2225

VALIDATION ONLY

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****122.50 ****122.50

CORPORATION(S) NAME

Case Werks, Inc.

*Chris King
auth. to collect
art VI*

FILED
97 DEC 18 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Empire Toll Free: 1-800-432-3028

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> After 4:30 |
| | | <input type="checkbox"/> Mail Out |

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W.P. Verifier	

12/18

Certified Copy

ARTICLES OF INCORPORATION
OF
CASE WERKS INC.

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Laws of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

ARTICLE I
NAME OF CORPORATION

The name of the corporation is **CASE WERKS INC.**

ARTICLE II
CORPORATE PURPOSE

The purposes and general nature of the business to be conducted and transacted by the corporation are as follows:

A. To do and transact any and all business permitted under the laws of Florida and the United States of America.

B. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of stockholders quorum or vote.

F. More specifically the corporation may engage in all aspects of the manufacturing, sales, service, etc. of luggage and musical cases.

ARTICLE III
AUTHORIZED STOCK

The total amount of the authorized capital stock of this corporation shall be seven hundred fifty (750) shares of common voting stock with nominal or par value of Five (\$5.00) dollars per share.

ARTICLE IV
RIGHT TO BUY NEW STOCK

Every shareholder upon sale of new stock of this corporation of the same kind, class or series as that which he already holds, has 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 V
PERPETUAL EXISTENCE

This corporation shall have perpetual existence. It shall become active as of the date these

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TALLAHASSEE, FLORIDA

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Articles of Incorporation are received by the Secretary Of State for filing.

ARTICLE VI
CORPORATE ADDRESS

The initial post office address of the registered office of this corporation shall be 2021 N.E. 211th St., N Miami Beach, FL 33179. The shareholders may, from time to time, designate in writing such other post office address and place for the registered office of his corporation as they may see fit. The place of business of this corporation shall be 4900 N.W. 24th Court, Opa Locka, Florida 33054. The Registered Agent of this corporation is stated hereinafter.

ARTICLE VII
MANAGEMENT OF CORPORATION

The business of shall be managed by its shareholders rather than a board of directors. In the management of the business, the act of the shareholders representing Seventy Five (75%) percent of the outstanding shares of the corporation entitled to vote represented in person or by proxy shall be the act of the shareholders. Each shareholder shall be entitled to one vote in person, or by proxy, for each share of the corporation entitled to vote, represented in person or by proxy. Same shall be recognized and counted as part of the voting shares toward constituting a quorum at any meeting of shareholders for the management of the business of the corporation. The shareholders may conduct the business of the corporation without meetings by unanimous written consent pursuant to applicable Florida statutes.

ARTICLE VIII
SUBSCRIBERS

The name and post office address of the subscriber of these Articles, and a statement of the number of shares of stock which the subscriber has agreed to purchase, is set out below. (The number of shares also shows percentage of ownership.)

<u>NAME OF SUBSCRIBER</u>	<u>ADDRESS OF SUBSCRIBER</u>	<u>SHARES</u>
Ronald Freistar	2021 N.E. 211th Street N. Miami Beach, FL 33179	Sixty (60)

ARTICLE IX
OFFICERS

The officers of this corporation shall be a president, one or more vice presidents, a secretary, a treasurer and such officers, agents and factors. They shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the shareholders.

ARTICLE X
AMENDMENT TO ARTICLES

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. The power to adopt, alter, amend or repeal By-Laws is vested in the shareholders.

ARTICLE XI
SALE OF STOCK TO NON-SUBSCRIBERS

The shares of capital stock of this corporation may not be resold or otherwise transferred unless such shares are first offered to the remaining shareholders. The price and terms at which such offer shall encompass shall be specified by written agreement among the shareholders in a Stockholders Agreement.

ARTICLE XII
APPROVAL OF MERGER

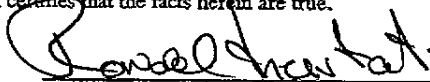
The approval of the shareholders of to any plan of merger is required in every case, whether or not such approval is required by law. Said approval must be in writing and confirmed by at least

75% of the voting shares.

**ARTICLE XIII
CORPORATE POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, except this corporation shall not have the power to be a promoter, incorporator, partner member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise, unless the consent of at least 75% of the outstanding shares of this corporation agree otherwise.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has set subscriber's hand and seal on the 16 day of December, 1997, for the purpose of forming this corporation under the laws of the State of Florida, and subscriber's hereby makes and files in the office of the Secretary of State of Florida these Articles of Incorporation and certifies that the facts herein are true.


Ronald Freistat, Subscriber

(Signature) Patricia Bongiovanni My Florida Notary Commission Expires:
(Print Name) PATRICIA BONGIOVANNI

NOTARY PUBLIC - STATE OF FLORIDA
PATRICIA BONGIOVANNI
COMMISSION # CC645127
EXPIRES 6/24/2001
BONDED THRU ASA 1-888-NOTARY1

REGISTERED AGENT ACCEPTANCE

As the registered agent chosen to accept service of process for the abovementioned corporation
at 2021 NE 211th St No. Miami Beach, FL 33179

I hereby accept to so act in this capacity and agree to comply with the provisions of all statutes relative
to the proper and complete performance of my duties accordingly.


Registered Agent

2021 NE 211th St
No. Miami Beach, FL 33179

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This instrument was prepared by Kenneth N. ReKant, P.A.
169 Lincoln Road, Suite 208, Miami Beach, FL 33139 (305) 531-2225