

NATHAN MILITZOK

ATTORNEY AT LAW

December 21, 1998

1250 EAST HALLANDALE BEACH BLVD.

SUITE 1005

HALLANDALE, FLORIDA 33008

BROWARD COUNTY 457-553

Division of Corporations
Secretary of State
Post Office Box 6327
Tallahassee, FL 32304

400002411794--3
-01/26/98--01085--017
****122.50 ****122.50

Re: Incorporation of AIR PORT LUGGAGE STORE, INC.

Gentlemen:

Enclosed is the signed original and one copy of the Articles of Incorporation for a new corporation. Also enclosed is a check in the sum of \$122.50 to cover the cost of filing and a certified copy of the Articles.

Filing Fee \$ 35.00

Registered Agent 35.00

Total Fee \$ 70.00

Please process same and return the certified copy to the undersigned, an addressed envelope provided herein.

Thank you for giving this your early attention.

Very truly yours,

Nathan Militzok
NATHAN MILITZOK

NM/tp
Enclosure

FILED
98 JAN 26 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
1-28-98

FILED
98 JAN 26 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

AIR PORT LUGGAGE STORE, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1317 N. Federal Highway Hollywood, FL 33020

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Five Hundred (500) @ \$1.00 per share

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

JOEL ORINGER
1317 N. Federal Highway Hollywood, FL 33020

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

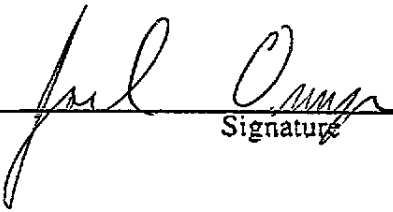
The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Joel Oringer 1317 N. Federal Highway
Hollywood, FL 33020

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

21st day of January, 1998.

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



Signature Joel Oringer

Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator 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.

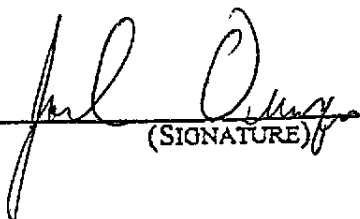
1. The name of the corporation is: AIR PORT LUGGAGE STORE, INC.

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

JOEL ORINGER
(NAME)
1317 N. Federal Highway
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)
Hollywood, FL 33020
(CITY/STATE/ZIP)

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SECRETARY OF STATE
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)

1/13/98
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314