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NESTOR B. GORFINKEL
CHARTERED
Attorney & Counselor At Law

Concourse Plaza, Suite 401
1111 Kane Concourse
Bay Harbor Islands, Florida 33154-2029

Telephone: (305) 866-0021
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email: nestor@usa.net

February 24, 1998

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

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-02/27/98-01043-009
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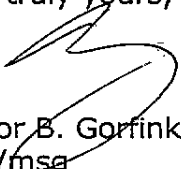
RE: Transmittal Letter for Florida Corporation;
Subject: Handbags & Luggage Imports, Inc.

Dear Sir or Madame:

Enclosed please find an original and one copy of the Articles of Incorporation, together with a check in the amount of \$ 122.50 (\$35.00 filing fee, \$35.00 designation of registered agent fee and \$52.50 for certified copy of the certificate of status).

Kindly return the certificate with the original stamped articles in the enclosed pre-addressed stamped envelope. If you have any questions, please feel free to contact me.

Very truly yours,


Nestor B. Gorfinkel
NBG/mcg

encl.

FILED
98 FEB 27 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAR 04 1998

W98-4478

NESTOR B. GORFINKEL
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Attorney & Counselor At Law

*Concourse Plaza, Suite 401
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March 2, 1998

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314
Attention: Barbara Brock

RE: Handbags & Luggage Imports, Inc.

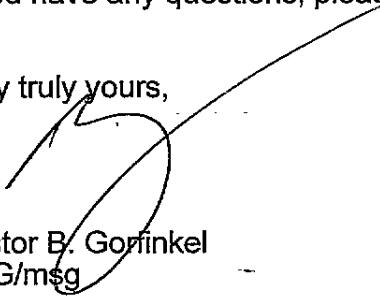
Dear Ms. Brock:

Enclosed please find an original and one (1) copy of the Articles of Incorporation with respect to the above corporation. Regretfully, I send you an unsigned copy of the same.

Kindly have our Articles received and accepted as of February 27th, 1998.

If you have any questions, please do not hesitate to contact me.

Very truly yours,


Nestor B. Gorfinkel
NBG/msg

encl.
(98-112-A)

ARTICLES OF INCORPORATION
OF
HANDBAGS & LUGGAGE IMPORTS, INC.

The undersigned Incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the Corporation shall be:

HANDBAGS & LUGGAGE IMPORTS, INC.

The principal place of business of the Corporation shall be:

215 North Miami Avenue
Miami, Florida 33128

ARTICLE II NATURE OF BUSINESS

The Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, territory or nation.

ARTICLE III CAPITAL STOCK

The Corporation is authorized to issue 100 shares, all of one class, at \$1.00 par value.

ARTICLE IV DURATION

This Corporation is to exist perpetually.

ARTICLE V REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of the Corporation is:

Nestor B. Gorfinkel, Esq.
1111 Kane Concourse, #401
Bay Harbor Islands, Florida 33154

THIS DOCUMENT WAS PREPARED BY:
Nestor B. Gorfinkel, Esq.
1111 Kane Concourse, #401
Bay Harbor Islands, Florida 33154
FBN: 350699

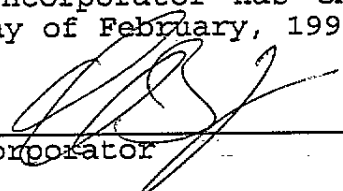
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:

Nestor B. Gorfinkel, Esq.
1111 Kane Concourse, #401
Bay Harbor Islands, Florida 33154

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24 day of February, 1998.



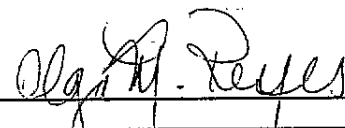
Incorporator

State of Florida
County of Dade

The foregoing instrument was acknowledged and sworn to before me this 24th day of February, 1998, by Nestor B. Gorfinkel, Incorporator of HANDBAGS & LUGGAGE IMPORTS, INC.



OLGA M. REYES
COMMISSION # CC 518056
EXPIRES DEC 14, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

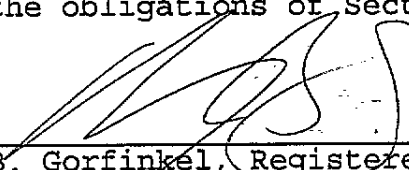


Notary Public, State of Fla.
My Commission Expires:

Personally known ✓ or produced identification _____.

Type of Identification Produced _____.

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 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 Section 607.325, Florida Statutes.



Nestor B. Gorfinkel, Registered Agent

2/24/98
Date

FILED
98 FEB 27 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA