

P98000067099

TRANSMITTAL LETTER

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

Air Robick Luggage & Sportswear Inc.

SUBJECT: _____
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

900002595729--2
-07/22/98-01079-007
***131.25 ***131.25

FROM: Luis Taveras
Name (Printed or typed)
130 S. Shore Dr. # 5D
Address
Miami Beach, Florida 33141
City, State & Zip
(305)-868-9588
Daytime Telephone Number

EFFECTIVE DATE

8-1-98

FILED
98 JUL 31 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

01/31-98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 23, 1998

LUIS TAVERAS
130 S. SHORE DR. #5D
MIAMI BEACH, FL 33141

SUBJECT: AIR ROBICK LUGGAGE & SPORTSWEAR INC.
Ref. Number: W98000016838

We have received your document for AIR ROBICK LUGGAGE & SPORTSWEAR INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

John Nedeau
Document Specialist

Letter Number: 698A00039105

**STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
AIR ROBICK LUGGAGE & SPORTSWEAR INC.**

Article I: NAME

The name of the Corporation is: Air Robick Luggage & Sportswear Inc.

Article II: CORPORATE ADDRESS AND PLACE OF BUSINESS

The street address of the Corporation's principal office is:
130 S. Shore Dr. Suite 5D
Miami Beach, Fl 33141

The principal place of business is:
Paseo Mall
3301 Coral Way
Miami, Fl 33145

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TALLAHASSEE, FLORIDA**

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Article III: CAPITAL STOCK

- (1) This corporation shall be authorized to have outstanding at any time a maximum of 100 shares of stock the par value of \$1.00 per share.
- (2) Shares of stock may be issued in consideration of the payment of the entire purchase price or only part of the purchase price, as may be determined by the Board of Directors which payment may be made in cash, property, or in services. Shares issued in consideration of the payment of only part of the purchase price:
 - (a) Shall be subject to calls thereon, in amounts and at such times as the Board of Directors may determine until the whole thereof shall have been paid; and
 - (b) Shall participate in dividends upon the basis of the amount actually paid on the respective shares; and
 - (c) Certificates issued therefor shall bear endorsement as to the actual amount paid thereon.
- (3) No stock in this corporation shall be sold or transferred other than by operation of law, unless and until the record owner thereof shall have given written notice, by certified mail, to the corporation at its principal office, setting forth a desire to sell such stock, together with the price, terms and conditions upon which said stock shall be offered for sale. The corporation, if it elects, or its stock holders, if it shall not elect, shall have an exclusive right to purchase said stock at the price notice at any time within thirty (30) days of the corporation's receipt thereof. Upon failure of the corporation or its stockholders to exercise such rights within such thirty (30) day period, said stock may be offered for sale to others, but only at the price and upon the terms and conditions stated in said notice.
- (4) Anything to the contrary notwithstanding, the original subscribers hereto shall, prior to issue of certificates therefor, have the right to assign their stock subscriptions without regard to the limitation on stock transfers contained in Section (3) above.

Article IV: INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent is:
Luis Taveras
130 S. Shore Dr. Suite 5D
Miami Beach, Fl 33141

Acceptance by the registered agent:



I hereby am familiar with and accept the duties and responsibilities as registered agent for Air Robick Luggage & Sportswear Inc.

Article V: INCORPORATORS

The names and addresses of the incorporators of this corporation are:

Luis Taveras 130 S. Shore Dr. #5D, Miami Beach, Fl 33141

Flor Taveras 130 S. Shore Dr. #5D, Miami Beach, Fl 33141

Article VI: COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the provision of 607.167 , the effective date of incorporation is specified to be the 1st day of August, 1998

Article VII DIRECTORS

The bylaws shall provide the method of election of all Directors, and the number of Directors may be raised or lowered by amendment of the bylaws but shall in no case be less than two. Members of the Board of Directors or an /executive Committee of such Board will be deemed present and may conduct business at any meeting of such Board of Committee by means of a conference telephone or similar communication equipment if used so that all persons participating in the meeting can hear each other. The name and street address of the members of the first Board of Directors of this corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified are as follows:

Luis Taveras 130 S. Shore Dr. #5D, Miami Beach, Fl 33141

Flor Taveras 130 S. Shore Dr. #5D, Miami Beach, Fl 33141

Article VIII: OFFICERS

The officers of the Corporation shall consist of a President, and Secretary. Other officers may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation are as follows:

President Luis Taveras 130 S. Shore Dr. #5D, Miami Beach, Fl 33141

Secretary Flor Taveras 130 S. Shore Dr. #5D, Miami Beach, Fl 33141

Article IX: TERM OF EXISTENCE

This corporation shall exist perpetually.

IN WITNESS THEREOF, the undersigned have signed these Articles of Incorporation on this day of July 16, 1998

Luis Taveras
Rene Boer

Signatures of Incorporators

BEFORE ME, the undersigned authority, personally appeared, Luis Taveras to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have herunto set my hand and official seal at Miami, in said County and State, this July 16, 1998

Juan Rodriguez

NOTARY PUBLIC, STATE OF FLORIDA



JUAN RODRIGUEZ
My Commission CC433160
Expires Jan. 12, 1999
Bonded by HAI
800-422-5555

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

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