

19900081040

Charter Number Only

VALIDATION ONLY

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-09/16/98--01003--012
****122.50 ****122.50

OFELIA BEIRD
Requestor's Name
1996 SW First Street
Address
Miami, FL 33135
City State ZIP Phone

CORPORATION(S) NAME

TUMI INTERNATIONAL INC.

FILED
98 SEP 18 AM 10:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Amendment
- Dissolution
- Annual Report
- Reservation
- Photo Copies
- Call If Problem
- Will Wait
- Merger
- Mark
- Other
- Change of Registered Agent
- Certificate Under Seal
- After 4:30
- Mail Out

| | |
|----------------|--|
| Name | |
| Availability | |
| Document | |
| Examiner | |
| Updater | |
| Verifier | |
| Acknowledgment | |
| W.P. Verifier | |

[Redacted Signature]

Certified Copy

RECEIVED
98 SEP 16 AM 9:30
DIVISION OF CORPORATION

Empire Toll-Free: 1-800-432-3028



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
98 SEP 18 AM 9:18
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

September 16, 1998

EMPIRE

MIAMI, FL

SUBJECT: TUMI INTERNATIONAL INC.
Ref. Number: W98000021124

We have received your document for TUMI INTERNATIONAL INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved entity. The name of a voluntarily dissolved Florida entity is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved entity provides the Department of State with a notarized affidavit, executed pursuant to section 607.0120 or 608.408, Florida Statutes, permitting the immediate assumption or use of the name by another entity.

If the document is resubmitted, please return a copy of this letter to ensure your document is properly handled.

If you have any further questions regarding the availability of a particular name, please call (904) 488-9000.

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) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 898A00046882

**CORPORATE RESOLUTION
AND AFFIDAVIT**

THAT WE, the undersigned individually and as President and Vice President respectively of TUMI INTERNATIONAL, INC. a Florida corporation, do hereby represent that we are the majority of the Board of Directors of said Corporation and represent the majority of the Shareholders of said Corporation.

That at a Special Meeting of all of the Directors and Shareholders of said Corporation held on the 15th day of MAY, 1998, at 4:00 o'clock, the following resolution was unanimously passed, accepted and approved:

"BE IT RESOLVED, to allow and authorize Monica
Pauley to incorporate under the name of TUMI INTERNATIONAL, INC. as our corporation does simultaneously with its incorporation will dissolve TUMI INTERNATIONAL, INC., CHARGER NO. 59-1888308."

Dated this 15th day of MAY, 1998.

By

GUSTAVO HUAROTO President

Attested by

James Pope
JAMES POPE, VICE PRES.

FILED
98 SEP 18 AM 10:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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AND AFFIDAVIT**

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AFFIANTS further state that under no circumstances they will ever revoke their decision to dissolve TUMI INTERNATIONAL, INC. or change their mind about assigning their name to MONICA PAULEY.

Dated this 15th day of MAY, 1998.

Attested by James Pope
JAMES POPE, VICE PRES.

By [Signature]
GUSTAVO HUAROTO President

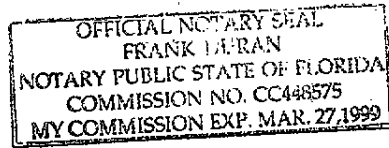
STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this ___
day of MAY, 1998, by GUSTAVO HUARTOTO AND JAMES POPE, who are
personally known to me or who has produced Driver's
License as identification and who did take
an oath.

NOTARY PUBLIC:

Sign: 

Print: Frank Duran
State of Florida at Large
My Commission Expires



MINUTES OF THE JOINT SPECIAL MEETING
OF STOCKHOLDERS AND DIRECTORS

The Board of Directors and Stockholders of **TUMI INTERNATIONAL, INC.** a Florida corporation, met at offices of the corporation on the 19th day of MAY, 1998, at 11: 00 o'clock A.M., pursuant to a call of the meeting by the President.

Present were a quorum of the Stockholders, to wit:

| Name | Shares |
|-----------------|--------|
| JAMES POPE | 50% |
| GUSTAVO HUAROTO | 50% |

and a quorum of the members of the Board of Directors, to wit:

Name
JAMES POPE
GUSTAVO HUAROTO

The President of the corporation, GUSTAVO HUAROTO, presided as Chairman of the meeting and JAMES POPE, Vice President, acted as such.

The Chairman called the meeting to order and the Secretary thereupon presented, and read the Waiver of Notice to the meeting, signed by all the Stockholders and Directors of the corporation, which was ordered to be made part of the minutes of this meeting.

The Chairman announced that the purpose of the meeting was to discuss and act upon a proposal to adopt a plan of liquidation and dissolution of the corporation and to sell the principal assets of the corporation.

After discussion and review, the following resolutions were unanimously adopted by the Board of Directors and the holders of 100% of the issued and outstanding shares of the stock of the corporation.

BE IT RESOLVED AS FOLLOWS:

1. That in the judgment of the Board of Directors and the Shareholders of the corporation it is deemed advisable and for the benefit of the corporation that it be liquidated and dissolved.

2. That a plan of liquidation be and it hereby is formulated to affect such liquidation and dissolution as hereinafter provided.

3. That the liquidation and dissolution be in accordance with Sections of the Internal Revenue Code of 1954, as amended, and in accordance with the provision of Sections 607.257 and 607.261 of the Florida Statutes, and that the officers of the corporation are hereby authorized to file a copy of these resolutions and such certificates as may be necessary to dissolve this corporation with the Secretary of State of the State of Florida.

4. That the officers of the corporation are authorized to sell and otherwise liquidate any and all of the properties and assets of the corporation which in their judgment should be sold or liquidated to facilitate the liquidation of the corporation.

5. That the officers of the corporation, President and Secretary are hereby authorized to execute any and all deeds of conveyance, and any other documents that may be necessary to effectively transfer and convey such properties and assets, upon such terms and conditions as may be approved by the Board of Directors.

6. That after effecting such sales and providing for the property debts of the corporation, that any remaining assets of the corporation be distributed to the Stockholders of the corporation as soon as possible, but in no event later than the termination of a one month period, commencing on the date of these resolutions.

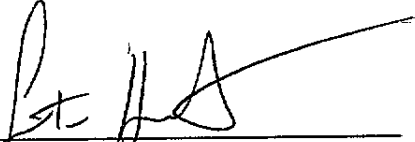
7. That the officers of the corporation are hereby authorized and directed to pay all such fees and taxes and to do or cause to be done such acts and things as they may deem necessary or proper in order to carry out the liquidation and dissolution of the corporation, and to fully effect the purposes of the foregoing resolutions.

8. That the accountants for the corporation shall file all necessary tax returns and forms with the District Director of Internal Revenue in Chamblee, Georgia, together with a certified copy of these resolutions.

9. That the accountants for the corporation shall assist those Shareholders who desire to have their gain taxed as provided in Section 333 of the Internal Revenue Code of 1954, as amended, for federal income tax purposes, in preparing form 964 and filing same with the Internal Revenue Service with a period of 30 days from the date of this meeting.

10. That the corporation, its officers, directors and shareholders relinquish the use of the corporate name to Monica Pauley to use as a corporate name.

There being no further business before the meeting, the meeting was duly adjourned.


Gustavo Huaroto
Chairman


James Pope Vice President

98 SEP 18 AM 10:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

ARTICLES OF INCORPORATION

OF

TUMI INTERNATIONAL INC

FILED
98 SEP 18 AM 10:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person, domestic or foreign corporation, partnership, limited partnership or association, competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

ARTICLE I. - NAME

The name under which this corporation will conduct its business and be known and recognized is:

TUMI INTERNATIONAL INC

ARTICLE II. - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

Any and all activities permitted under the Laws of the State of Florida and the United States of America:

ARTICLE III. - CAPITAL STOCK

The maximum number and class of shares of stock that this corporation is authorized to have outstanding at any one time are: **100 shares no par value.**

Stock (including treasury shares) may be paid for by cash or other property, tangible or intangible, or by labor or services actually performed for the corporation. Neither promissory notes nor future services shall constitute payment or part payment for the issuance of shares.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment. Each share representing one vote. There will be no pre-emptive rights on the part of the shareholders to acquire unissued or treasury shares or convertible securities.

ARTICLE IV. - TERM OF EXISTENCE

This corporation is to exist perpetually unless a voluntary dissolution by the written consent of all its shareholders or an act of the corporation to that effect takes place.

ARTICLE V. - ADDRESS

The initial place of business address of this corporation in the State of Florida is:

1996 SOUTH WEST FIRST STREET
MIAMI, FLORIDA 33135

The registered office address for this corporation in the State of Florida will be:

1996 SOUTH WEST FIRST STREET
MIAMI, FLORIDA 33135

Its registered agent:

MONICA PAULEY

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI. - SHAREHOLDERS

Shareholders meetings will take place once a year within or without the geographical boundaries of the State of Florida.

A majority of the shares entitled to vote, represented in person or proxy, shall constitute a Quorum, but in no event shall a quorum consist of less than one third of the shares entitled to vote at the meeting.

Shareholders will have the power to adopt, alter, amend or repeal corporate by-laws or they may vest such responsibilities on the Board of Directors.

ARTICLE VII. - DIRECTORS

This corporation shall have One (1) Directors initially. The number of directors may be increased or decreased from time

to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by his as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or will full misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLES VIII. - INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

Name

MONICA PAULEY

Address

8800 NORTH WEST 99TH STREET
MIAMI, FLORIDA 33178

ARTICLE IX. - SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation is:

Name

MONICA PAULEY

Address

8800 NORTH WEST 99TH STREET
MIAMI, FLORIDA 33135

ARTICLE X. - AMENDMENT

These Articles of Incorporation may be amended in any or as many respects as may be desired, provided that the amended articles contain only such provisions as might be lawfully contained in the original articles at the time of the amendment.

A charter amendment requires the affirmative vote of the holders of a majority of the shares entitled to vote thereon.

Restated articles of incorporation may be adopted.

IN WITNESS WHEREOF, the parties to these Articles of Incorporation have hereunto set their hands and seals this 3rd day of September, 1998.

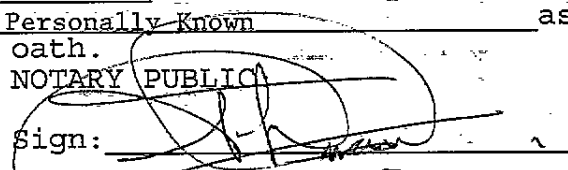
Volcan

(SEAL)
(SEAL)
(SEAL)

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this
____ day of April, 1998, by MONICA PAULEY, who is personally
known to me or who has produced Personally Known as
identification and who did take an oath.

NOTARY PUBLIC

Sign: 

Print: Frank Duran

State of Florida Notary Public
My Commission FRANK DURAN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC448575
MY COMMISSION EXP. MAR. 27, 1999

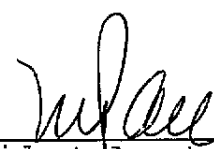
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

That TUMI INTERNATIONAL INC.
desiring to organize under the laws of the State of Florida with
its principal office as indicated in the Articles of
Incorporation at City of Miami, County of Dade, State of Florida,
has named MONICA PAULEY located at
1996 South West First Street City of MIAMI
County of Dade, State of Florida, as its agent to accept services
of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.

By 
Resident Agent

FILED
98 SEP 18 AM 10:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA