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ORLANDO, FLORIDA 32808

WILSON'S DIRECT DIAL

RECEIVED
96 JAN 29 PM 12:40
DIVISION OF CORPORATION

January 26, 1996

VIA: COURIER

Division of Corporations
Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

TELEPHONE (904) 493-0000
FAX (904) 493-0000
*****122.50 *****122.50

Subject: Amerien Leather Co.

Gentlemen:

Enclosed please find the following in connection with the incorporation of Amerien Leather Co.:

1. Articles of Incorporation and copy for certification; and
2. A check in the amount of \$122.50 to cover the following items:
(a) \$35.00 for filing fee; (b) \$35.00 for designation of Registered Agent; and (c) \$52.50 for one certified copy.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Very truly yours,

Marlis J. Spear
Mrs. Marlis J. Spear
Legal Assistant

/mjs

Enclosures

cc: Catherine Henin-Clark, Esq.

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1:30 1-29-96

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 29, 1996

MAGUIRE, VOORHIS & WELLS PA
200 SO. ORANGE AVENUE STE 3000
ORLANDO, FL 32801

SUBJECT: AMERICA LEATHER CO.
Ref. Number: W96000002181

We have received your document for AMERICA LEATHER CO. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The designation of the registered agent must be at a Florida street address.

Please return 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 (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 596A00003795



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 29, 1996

MAGUIRE, VOORHIS & WELLS PA
200 SO. ORANGE AVENUE STE 3000
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Terri Buckley
Corporate Specialist

Letter Number: 596A00003795

ARTICLES OF INCORPORATION
OF
AMERICA LEATHER CO.

FILED
55 JUN 29 PM 12:55
TALLAHASSEE, FLORIDA

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I

Name

The name of the Corporation shall be America Leather CO.

ARTICLE II

Principal Office

The principal office of the Corporation is located at 200 South Orange Avenue, Suite 3000, Orlando, Florida 32801, and its mailing address is c/o Catherine Henin-Clark, Esquire, Post Office Box 633, Orlando, Florida 32802.

ARTICLE III

Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Duration of the Corporation

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock, with a \$1.00 par value per share.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 382 State Road 434 West, Longwood, Florida 32750. The name of the initial registered agent of the Corporation at the registered office shall be Olivia Merlin.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of four (4) directors. The names and addresses of the people who shall serve as directors of the Corporation until the first meeting of shareholders are:

<u>Name</u>	<u>Address</u>
Said Orra	c/o Catherine Henin-Clark 200 South Orange Avenue Suite 3000 Orlando, Florida 32801
Youssef Orra	c/o Catherine Henin-Clark 200 South Orange Avenue Suite 3000 Orlando, Florida 32801
Mohamed Orra	c/o Catherine Henin-Clark 200 South Orange Avenue Suite 3000 Orlando, Florida 32801
Fabio Massimo Scocimara	c/o Catherine Henin-Clark 200 South Orange Avenue Suite 3000 Orlando, Florida 32801

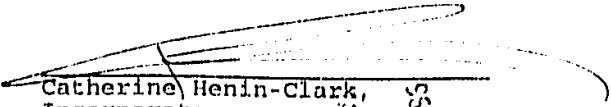
ARTICLE VIII

Incorporator

18: The name and address of the incorporator of the Corporation

<u>Name</u>	<u>Address</u>
Catherine Henin-Clark	200 South Orange Avenue Suite 3000 Orlando, Florida 32801

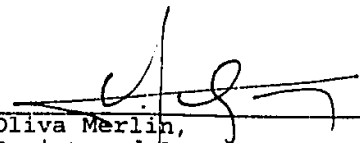
Executed this 25 day of January, 1996.


Catherine Henin-Clark,
Incorporator

FILED
SS JAN 29 PM 12:55
CLERK OF DISTRICT COURT
JANUARY 29 1996
ORLANDO, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

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.


Olivia Merlin,
Registered Agent

Date: 1/25/96