FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

PROFIT CORPORATION ANNUAL REPORT
1996

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F93000000671 (8)

1. Corporation Name
SOUTHERN LEATHER COMPANY OF ALABAMA

Principal Place of Business
274 MONROE
MEMPHIS TN 38103

Mailing Address
274 MONROE
MEMPHIS TN 38103

3. Date Incorporated or Qualified: 02/10/1993
3a. Date of Last Report: 03/28/1995
4. FEI Number: 63-0268587 — [ ] Applied For [ ] Not Applicable
5. Certificate of Status Desired [ ] — $8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution [ ] — $5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes [ ] Yes [ ] No

2. Principal Place of Business
21
Suite, Apt #, etc.
22
City & State
23
Zip
24
Country
25

2a. Mailing Address
26
Suite, Apt. #, etc.
27
City & State
28
Zip
29
Country
30

9. **Name and Address of Current Registered Agent**

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

10. **Name and Address of New Registered Agent**

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City — FL
85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of Section 607.0505, Florida Statutes.

SIGNATURE

12. OFFICERS AND DIRECTORS

TITLE	PVCD	[ ] DELETE
NAME	LOEWENBERG, WILLIAM I	
STREET ADDRESS	274 MONROE	
CITY-ST-ZIP	MEMPHIS TN 38103	
TITLE	V	[ ] DELETE
NAME	CARDOSI, L S	
STREET ADDRESS	274 MONROE	
CITY-ST-ZIP	MEMPHIS TN 38103	
TITLE	S	[ ] DELETE
NAME	NEWSOM, JOE	
STREET ADDRESS	274 MONROE	
CITY-ST-ZIP	MEMPHIS TN 38103	
TITLE	SD	[ ] DELETE
NAME	FELT, JOEL	
STREET ADDRESS	274 MONROE	
CITY-ST-ZIP	MEMPHIS TN 38103	
TITLE	CD	[ ] DELETE
NAME	LOEWENBERG, WILLIAM A	
STREET ADDRESS	274 MONROE	
CITY-ST-ZIP	MEMPHIS TN 38103	
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE		[ ] Change [ ] Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE		[ ] Change [ ] Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		[ ] Change [ ] Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		[ ] Change [ ] Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		[ ] Change [ ] Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		[ ] Change [ ] Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

CR2E034 (12/95)

14. I do hereby certify that the information supplied with this filing is voluntary, furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: Joe Newsom
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3/28/96 — Date
901-525-1200 — Daytime Phone