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February 29, 2000

From

The Leather Store, LLC 105 S. Ponce DeLeon Blvd. St. Augustine, FL 32084

To whom it may concern,

Enclosed please find the Articles of Organization for The Leather Store, LLC and a check in the amount of \$160.00.

- \$100.00 Filing Fee
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy
- \$ 5.00 Certificate of Status

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Our daytime telephone number is (904) 829-9400 and fax number is (904) 829-3135.

Respectfully,

Vivian III---

C

Name Availabili**ty**

Document

Verifyer

Examiner DCC
Updater DCC
Updater

Acknowledgement DCC

W. P. Verifyer UCC

ina J. Hartman

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ARTICLES OF ORGANIZATION

OF

The Leather Store, LLC

These Articles of Organization are submitted for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as the same may from time to time be amended (the "Act").

ARTICLE I

NAME

The name of the limited liability company (the "Company")

The Leather Store, LLC

ARTICLE II

TERM

The existence of the Company shall commence upon filing of these Articles of Organization with the Florida Department of State and its duration shall be perpetual unless and until dissolved as required by the Act or as provided in the Regulations (as that term is herein after defined).

ARTICLE III

ADDRESSES

The initial mailing address of the Company is 105 S. Ponce de Leon Boulevard, ST.

Augustine, Florida 32084. The initial street address of the principal office of the Company is 105

S. Ponce de Leon Boulevard, St. Augustine, Florida 32084.

ARTICLE IV

REGISTERED AGENT

The name and Street address of the initial registered agent of the Company are as follows:

Dhruv N Muchhala 105 South Porce de Leon Boulevard St. Augustine Florida 32084

ARTICLE V

ADDITIONAL MEMBERS

Additional members may be admitted upon the unanimous consent of all members and in accordance with the terms and conditions set forth in the Regulations.

ARTICLE VI

CONTINUATION

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or other event which terminates the continued membership of a member in the Company, then upon the affirmative vote of a majority in interest of the remaining members to continue the Company within ninety (90) days after the occurrence of such event, the Company shall not be dissolved and the business of the Company shall be continued.

ARTICLE VII

MANAGEMENT

The management of this Company shall at all times be vested in one or more managers. The names and addresses of the initial managers who shall serve until the first annual meeting of the members or until their successor (or successors) is (are) elected by a majority in interest the members are as follows:

NAME ADDRESS

Dhruv N Muchhala 105 South Ponce de Leon Boulevard

St. Augustine, Florida 32084

ARTICLE VIII

REGULATIONS

The members shall have the power to adopt, alter, amend or repeal regulations as contemplated by the Act (the "Regulations"). The Regulations adopted by the member(s) may be amended, repealed, or alteed or new Regulations may be adopted, from time to time by the member(s).

ARTICLE IV

LIMITED LIABILITY

Except as otherwise expressly provided by the Act, no member, manager, officer, agent or employee of the Company shall be personally liable for the debts, obligations or liabilities of the Company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, officer, agent or employee of the Company.

The Leather Store, LLC

By:

Dhruv N Muchhala

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTEP.ED OFFICE AND REGISTERED AGENT IN TUE STATE OF FLORIDA.

1. The name of the limited liability company is:

The Leather Store, LLC

2. The name and the Florida street address of the registered agent are:

Dhruv N Muchhala 105 South Ponce de Leon Boulevard St. Augustine, Florida 32084

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 lam familiar with and accept the obligations of my position as registered agent.

Signature of Registered Agent