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THE SMITH LAW FIRM

A PROFESSIONAL ASSOCIATION

333 FLEMING STREET • KEY WEST, FLORIDA 33040

WAYNE LARUE SMITH, MBA, JD
ALSO ADMITTED WASHINGTON, DC

KEITH W. UPSON

MILTON W. WENDLAND
ALSO ADMITTED NEW YORK

October 18, 2001

Division of Corporations
P.O. Box 5588
Tallahassee, Florida 32314

10/19

RE: Leather Master of Key West, LLC

Dear Sir/Madam:

NH

Enclosed please find Articles of Organization of Leather Master of Key West, LLC for filing,
along with our firm check in the amount of \$125.00.

Sincerely,

Lisa P. Delio

Lisa P. Delio
Assistant to Wayne LaRue Smith

/lpd
Enclosures

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FILED
01 OCT 19 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
LEATHER MASTER OF KEY WEST, LLC

FILED
01 OCT 19 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be Leather Master of Key West, LLC ("Company").

ARTICLE II -- ADDRESS

The mailing address of the company shall be 418 Appelrouth Lane, Key West, Florida, 33040. The street address of the principal office of the company shall be 418 Appelrouth Lane, Key West, Florida, 33040.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Wayne LaRue Smith, The Smith Law Firm, a Professional Association, 333 Fleming Street, Key West, Florida, 33040.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the sum of TWO HUNDRED FORTY THREE THOUSAND, SIX HUNDRED dollars (\$243,600.00).

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there is at least one remaining member.

ARTICLE IX -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is John T. Kemper.

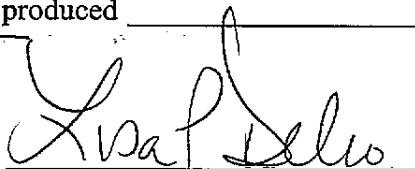
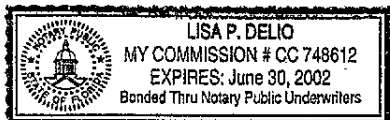
IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Key West, Florida, on this 19 day of October, 2001.



Name of Organizer: John T. Kemper

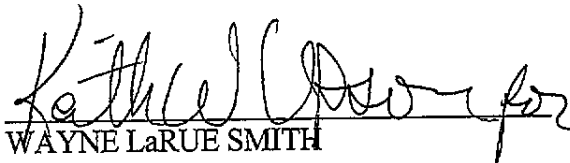
STATE OF FLORIDA)
) SS.:
COUNTY OF MONROE)

Sworn to (or affirmed) and subscribed before me this 19 day of October, 2001, by John T. Kemper, who is personally known or who produced _____ as identification.


Notary Public -- State of Florida

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of LEATHER MASTER OF KEY WEST, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.


WAYNE LaRUE SMITH
Registered Agent