

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME: _____
 FIRM: _____
 ADDRESS: _____
 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

PAID AUG 30 1996

REQUEST TAKEN CONFIRMED APPROVED
 DATE 8/24
 TIME
 BY CK No.

WALK-IN Will Pick Up 11:00

RE: 177 Lawler Lake Leather Goods, Inc.

	08, FEB 96	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U B-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 19, 1996

RANDALL B. KLETT
92 RIVER DR.
TEQUESTA, FL 33469

The name FT. LAUDERDALE LEATHER GUILD, INC. has been reserved for 120 days beginning August 19, 1996. The reservation number is R96000003947 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Becky McKnight

Letter number: 896A00039325

**ARTICLES OF INCORPORATION
OF
FT. LAUDERDALE LEATHER GUILD, INC.**

The undersigned, acting as incorporators hereby forms a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Charter of Articles of Incorporation:

ARTICLE I

The name of the Corporation shall be FT. LAUDERDALE LEATHER GUILD, INC.

ARTICLE II

The principal office and mailing address of the Corporation is 1207 NW Sixth Ave., Ft Lauderdale, Florida 33311.

ARTICLE III

The specific purpose for which the Corporation is organized is to promote gay tourism and adult education in Broward County Florida.

ARTICLE IV

The Directors shall be elected as provided for in the By-Laws of the Corporation.

ARTICLE V

The Corporate powers are as provided in Section 617.0302, of the Florida Statutes.

ARTICLE VI

The initial registered agent is Randall B Klett, 92 River Dr., Tequesta, Florida 33469.

ARTICLE VII

The names and street addresses of the incorporators for these Articles of Incorporation are;

Eric Lawrence, 1207 NW Sixth Ave., Ft Lauderdale, FL 33311

James Kennedy, 515 SE Ninth St. #2, Ft Lauderdale, FL 33316

Lawrence Fox, 92 River Dr., Tequesta, FL 33469

Randall Klett, 92 River Dr., Tequesta, FL 33469

ARTICLE VIII

Upon dissolution or final liquidation of Ft Lauderdale Leather Guild, Inc. all of the assets of the corporation shall be turned over to a Not for Profit organization as defined in section 501 (c) of the tax code. Said Organization to be chosen by the Board of Directors at the time of liquidation or dissolution.

ARTICLE IX

The period of this Corporation's existence is perpetual.

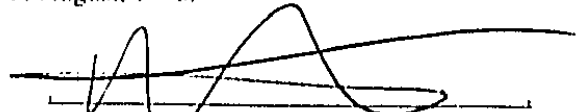
ARTICLE X

These Articles of Incorporation may be amended in a manner approved by law.

ARTICLE XI

The corporation shall indemnify it's officers, directors, and authorized agents for all liabilities incurred directly, indirectly, or incidentally to service performed for the corporation to the fullest extent permitted under Florida law existing now or hereafter enacted.

In Witness Whereof, the undersigned Incorporator has executed these Articles of Incorporation this 26th day of August, 1996.

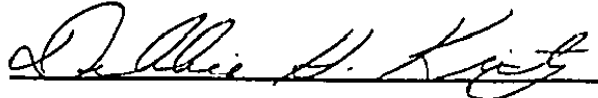

Randall B Klett

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 26 day of August, 1996 by RANDALL B KLETT, who is personally known to me or who has produced NA as identification and who did take an oath.

NOTARY PUBLIC


DEBBIE H. KRITZ
(print name)

My Commission Expires:



Debbie H. Kritz
MY COMMISSION # 00523019 EXPIRES
April 1, 2000
LICENSED THROUGH TIA INSURANCE, INC

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

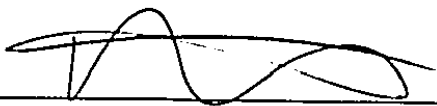
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act:

First, that the FT LAUDERDALE LEATHER GUILD, INC., desiring to
organize under the laws of the State of Florida, with its principle office, as
indicated in the Articles of Incorporation at 1207 NW Sixth Ave., Ft Lauderdale,
Florida 33311, County of Broward, State of Florida has named Randall B Klett
located at 92 River Dr., Tequesta, Florida 33469, County of Tequesta, State of
Florida, as its Agent to accept Service of Process within this state.

ACKNOWLEDGMENT

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 provisions of said Act relative to keeping
open said office.

DATED this 24th day of August, 1996.



Randall B Klett
Registered Agent