POODOO 78557
TRANSMITTAL LETTER

Tallahassee, Fl 32314

MICHAEL'S LEATHER GOODS IL INC.

SUBJECT						
(Proposed corporate name-must include suffix)						
Enclosed are an original and one (1) copy of the articles of incorporation and a check for:						
\$_70.00	X \$78.75	\$78.75 \$	8 87.50			
		Filing Fee	Filing Fee,			
Filing Fee	Filing Fee	& Certified Copy	Certified Copy			
	Certificate of Status	& Certificate				
		Of Status				
		ADDITIONAL COPY REQUIRED				

FROM:	<i>R.</i> ELVIA HIATT	7000033550073 -08/14/0001069008 *****78.75 ******78.75
11(01)1.	Name (Printed or typed)	
	501 BRYAN ROAD	
	Address	
	BRANDON, FI 33511	
	City, State & Zip (813) 684-0648	
	Daytime Telephone Number	·

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

MICHAEL'S LEATHER GOODS II, II.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Control of Articles of Incorporation.

NAME

NAME

MICHAELS' LEATHER GOODS II, INC.

ARTICLE II PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation shall be:

> **501 BRYAN ROAD** BRANDON, FL 33511

ARTICLE III **SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10,000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

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

ELVIA HIATT 501 BRYAN ROAD BRANDON, FI 33511

ARTICLE V INCORPORATORS

The <u>name and addresses</u> of the incorporators to these Articles of Incorporation are:

R, ELVIA HIATT 501 BRYAN ROAD BRANDON, FI 33511

The undersigned inc	corporator(s) na	as (nave) executed the	ese Articles of
	31ST	JULY	
Incorporation this		day of	, 2000.
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		/ / sea to 1/ // .	<i>f</i> =

Signature

Articles of Incorporation Filing Fee- \$35.00

<u>CERTIFICATE OF DESIGNATION</u> REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

MICHAEL'S LEATHER GOODS II, INC.

2. The name and address of the registered agent and office is:

ELVIA HIATT 501 BRYAN ROAD BRANDON, FI 33511

HAVING BEEN NAMES 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 MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE Elvia R Hiatt

DATE 8/11/00

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SECHETAKY OF STATE
AHASSEE, FLORIDA