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August 31, 2000

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-09/05/00--01124--018
*****78.75 *****78.75

Re: Articles of Incorporation

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation of Silver King Leather Products, Inc. Also enclosed is a check in the amount of \$78.75 made payable to the Department of State.

I thank you for your attention to this matter.

Sincerely,


RAMY N. FARES

RNF/ks
enclosure

EFFECTIVE DATE
09-01-00

FILED
00 SEP -5 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/7

**ARTICLES OF INCORPORATION
OF
SILVER KING LEATHER PRODUCTS, INC.**

FILED
00 SEP -5 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **SILVER KING LEATHER PRODUCTS, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing September 1, 2000.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of one Dollar (\$1.00) par value commons stock which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale of cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

EFFECTIVE DATE
09-01-00

The street address of the initial registered office of this corporation is 6229 72nd Ave. North, Pinellas Park, Florida 33781, and the name of the initial registered agent of this corporation at that address is **DINO RAMACIERE**.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is:

**Dino Ramaciore
6229 72nd Ave. North
Pinellas Park, FL 33781**

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these Articles is Dino Ramaciere, 6229 72nd Ave. North, Pinellas Park, Florida 33781.

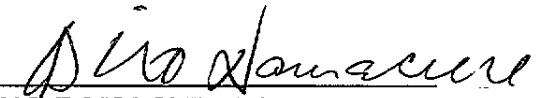
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officers or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the 28 day of August, 2000.


DINO RAMACIERE, Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Dino Ramaciere, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 28 day of Aug, 2000.


Notary Public




**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

FILED
00 SEP -5 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


In compliance with Section 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that Silver King Leather Products, Inc. desiring to organize and qualify under the laws of the State of Florida, with its principal place of business at 6229 72nd Ave. North, Pinellas Park, Florida 33781, and that Dino Ramaciore is designated as its agent to accept service of process within the State of Florida.

Dated: 8/28, 2000


DINO RAMACIERE, Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


DINO RAMACIERE, Incorporator