



LAW OFFICES OF  
**RANDY E. MERRILL, P.A.**

A PROFESSIONAL LEGAL CORPORATION

5100 NORTH TAMiami TRAIL  
SUITE 201  
NAPLES, FLORIDA 34103

TELEPHONE: (941) 261-6767  
FACSIMILE: (941) 263-7054  
E-MAIL: randymerrill@mindspring.com

December 5, 2000

PO00000113935

Via US Mail

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

**RE: Incorporation of EUROPA LEATHER COLLECTION, INC.**

000003492270--8  
-12/08/00--01098--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Madam:

Enclosed please find the original and two copies of the Articles of Incorporation and Agent's Appointment and Acceptance for **EUROPA LEATHER COLLECTION, INC.**, as well as our firm check in the amount of \$78.75. We have also enclosed an addressed/stamped envelope for return of one copy of the articles as well as your letter of receipt.

Thank you for your assistance in this matter. If you should have any questions or comments, please do not hesitate to contact our office at (941) 261-6767.

Sincerely,

RANDY E. MERRILL, ESQ., P.A.

  
Mark Patterson

/eam

enclosures: as stated

CC: *Europa Leather Collection, INC*

C:\MYFILES\FORMS\CORPORATIONS\TRANSMITTAL OF ARTICLES TO SECRETARY OF STATE.WPD

Feb  
12/13

FILED  
00 DEC -8 AM 11:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
EUROPA LEATHER COLLECTION, INC.

FILED  
00 DEC -8 AM 11:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

THE NAME OF THIS CORPORATION SHALL BE: EUROPA LEATHER  
COLLECTION, INC.

ARTICLE II

DURATION

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE III

PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF SERVING THE  
LEATHER INDUSTRY AND FOR THE PURPOSE OF TRANSACTING ANY AND ALL  
OTHER LAWFUL BUSINESS.

ARTICLE IV

CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 100 SHARES OF \$ 1.00 PAR  
VALUE COMMON STOCK.

ARTICLE V

PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF  
THIS CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH  
HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO-RATA  
SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL  
SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

**ARTICLE VI**  
**REGISTERED OFFICE AND AGENT**

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS 5100 TAMiami TRAIL NORTH, SUITE 201, NAPLES, FLORIDA 34103, AND THE NAME OF THE REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS RANDY E. MERRILL, .

**ARTICLE VII**  
**PRINCIPAL OFFICE**

THE MAILING ADDRESS AND STREET ADDRESS OF THE PRINCIPAL OFFICE IS 5160 CRAYTON ROAD, NAPLES, FLORIDA 34103.

**ARTICLE VIII**  
**INITIAL BOARD OF DIRECTORS**

THE CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BYLAWS, BUT SHALL NEVER BE LESS THAN ONE NOR MORE THAN THIRTY-FIVE.

THE NAME AND ADDRESS OF THE INITIAL DIRECTORS OF THIS CORPORATION IS:

LINDA COLTELLI  
5160 CRAYTON PLACE SOUTH  
NAPLES,  
FLORIDA 34103

ENRICO COLTELLI  
5160 CRAYTON PLACE SOUTH  
NAPLES,  
FLORIDA 34103

**ARTICLE IX**  
**INCORPORATOR**

THE NAME AND ADDRESS OF THE INITIAL INCORPORATOR OF THE CORPORATION IS:

ALICE M. DANIELS  
5160 CRAYTON PLACE SOUTH  
NAPLES,  
FLORIDA 34103

JAMES E. ALBRECHT  
5160 CRAYTON PLACE SOUTH  
NAPLES,  
FLORIDA 34103

**ARTICLE X**

**GENERAL PROVISIONS**

(A) THE PRIVATE PROPERTY OF THE STOCKHOLDERS SHALL NOT BE SUBJECT TO THE PAYMENT OF ANY CORPORATE DEBTS TO ANY EXTENT WHATSOEVER.

(B) SUBJECT TO THE PROVISIONS AND CONDITIONS OF THIS ARTICLE, THE CORPORATION SHALL HAVE THE FULL POWER AND LAWFUL AUTHORITY TO ACCEPT PROPERTY, LABOR AND SERVICES IN PAYMENT FOR SHARES OF ITS CAPITAL STOCK IN LIEU OF CASH, AT JUST VALUATION TO BE FIXED BY ITS BOARD OF DIRECTORS.

(C) A DIRECTOR OF THE CORPORATION MAY TRANSACT BUSINESS, BORROW, LEND OR OTHERWISE DEAL OR CONTRACT WITH THE CORPORATION TO THE FULL EXTENT AND SUBJECT ONLY TO THE LIMITATIONS AND PROVISIONS OF THE LAWS OF THE STATE OF FLORIDA AND LAWS OF THE UNITED STATES.

(D) THE CORPORATION SHALL INDEMNIFY EACH DIRECTOR AND OFFICER OF THE CORPORATION AGAINST ALL OR ANY PORTION OF ANY EXPENSES REASONABLY INCURRED BY HIM IN CONNECTION WITH OR ARISING OUT OF ANY ACTION, SUIT OR PROCEEDING IN WHICH HE MAY BE INVOLVED, BY REASON OF HIS BEING OR HAVING BEEN AN OFFICER OR DIRECTOR OF THE CORPORATION (WHETHER OR NOT HE CONTINUES TO BE AN OFFICER OR DIRECTOR AT THE TIME OF INCURRING SUCH EXPENSES), TO THE FULL EXTENT PERMITTED BY AND SUBJECT ONLY TO THE LIMITATIONS AND PROVISIONS OF THE LAWS OF THE STATE OF FLORIDA AND LAWS OF THE UNITED STATES.

IN WITNESS WHEREOF, THE UNDERSIGNED, LINDA COLTELLI AND ENRICO COLTELLI, HAS MADE AND SUBSCRIBED THESE ARTICLES OF INCORPORATION FOR THE USES AND PURPOSES AFORESAID, ON THIS 5<sup>th</sup> DAY OF DECEMBER, 2000.

  
LINDA COLTELLI


  
ENRICO COLTELLI

STATE OF FLORIDA  
COUNTY OF COLLIER

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS  
5<sup>th</sup> DAY OF DECEMBER, 2000, LINDA COLTELLI AND  
ENRICO COLTELLI, WHO ARE ✓ PERSONALLY KNOWN TO ME OR \_\_\_\_\_  
WHO \_\_\_\_\_ PRODUCED \_\_\_\_\_ IDENTIFICATION  
\_\_\_\_\_ AND WHO DID TAKE  
AN OATH.



Mark J. Patterson  
Commission # CC 934491  
Expires May 8, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.

  
\_\_\_\_\_  
NOTARY PUBLIC

MARK PATTERSON  
\_\_\_\_\_  
PRINT NAME OF NOTARY

My Commission Expires:

{SEAL}

### AGENT'S APPOINTMENT AND ACCEPTANCE

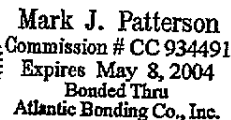
LEATHER COLLECTION, INC.

Emico Colletti

ENRICO COLTELLI

STATE OF FLORIDA

WHO DID TAKE AN OATH.



PRINT NAME OF NOTARY

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

My Commission Expires:

REGISTERED AGENT FOR SERVICE OF PROCESS

RANDY E. MERRILL, ESQ.

COUNTY OF COLLIER

PERSONALLY KNOWN TO ME AND WHO DID TAKE AN OATH.



Mark J. Patterson  
Commission # CC 934491  
Expires May 8, 2004  
Bonded Thru  
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~~NOTARY PUBLIC~~

PRINT NAME OF NOTARY