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RODNEY L. RUSSELL
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BUSINESS LITIGATION LAWYER

August 27, 2002

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*****78.75 *****78.75

Secretary of State
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

FILED
02 AUG 29 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: American Leather Furniture Studios, Inc.

Ladies/Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for American Leather Furniture Studios, Inc. Please file the original articles and return a certified copy to me. I have enclosed this firm's check in the amount of \$78.75 for the filing of these articles.

Thank you for your service in this matter.

Sincerely,



Rodney L. Russell

Enclosures

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**ARTICLES OF INCORPORATION
OF
AMERICAN LEATHER FURNITURE STUDIOS, INC.
(A FLORIDA CORPORATION)**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida, as follows:

ARTICLE ONE: The name of the Corporation shall be:

American Leather Furniture Studios, Inc.

ARTICLE TWO: The corporate existence of the corporation shall commence upon the filing of these articles by the Department of State, and the period of duration of the corporation is perpetual.

ARTICLE THREE: The purposes for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE FOUR: The aggregate number of shares which the Corporation shall have authority to issue is: One million (1,000,000) shares of capital stock, all of which shall be classified as common stock and having no par value.

ARTICLE FIVE: The street address of the Corporation's initial registered office shall be: 1030 North Orange Avenue, Orlando, Florida 32801, and the name of the corporation's initial registered agent at that address is: Rodney L. Russell.

ARTICLE SIX: The street address of the Corporation's principal office shall be: 2620 Reagan Trail, Lake Mary, Florida 32746.

ARTICLE SEVEN: The initial Board of Directors of the corporation shall consist of four members, who need not be residents of the State of Florida or shareholders of the corporation.

ARTICLE EIGHT: The name and address of the persons who shall serve as the members of the Board of Directors until the first annual meeting of shareholders, or until their successors shall

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have been elected and qualified, are: Karen Northan, Anders S. Billing, William Deroc, Elaine, and James L. Morris.

ARTICLE NINE: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services, from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

ARTICLE TEN: The name and address of the corporation's sole incorporator is: Rodney L. Russell, 1030 North Orange Avenue, Orlando, Florida 32801.

IN WITNESS WHEREOF, these articles have been signed by the undersigned this 27 day of August, 2002.


Rodney L. Russell, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

The undersigned, having a business office identical to the registered office of the corporation named in the foregoing Articles of Incorporation, and having been designated as the Registered Agent in the foregoing Articles of Incorporation, is familiar with and accepts, the obligations of the position of Registered Agent under Section 607.0505, Fla. Stat. and applicable Florida law.

Dated this 27 day of August, 2002..


Rodney L. Russell, Registered Agent

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