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GAUSE & ASSOCIATES, P.A.

W. Peyton Gause, Jr.*

935 Birdie Way

Apollo Beach, Florida 33572

Phone: (813) 649-0660

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* Mr. Gause is licensed to practice law in the States of Florida, Colorado and Massachusetts

November 23, 2004

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Dear Sir or Madam:

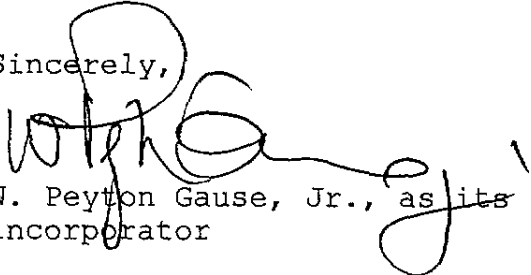
We have enclosed the original Articles of Organization for Elran Leatherland, Inc., together with our check for filing fees in the amount of \$78.75, made payable to the "Department of State", calculated as follows:

Filing of Articles:	\$35.00
Registered Agent Registration:	35.00
Certified Copy	<u>8.75</u>
TOTAL	\$78.75

Please return the Articles and the Certificate of Status to the address on this letterhead.

Thank you.

Sincerely,


W. Peyton Gause, Jr., as its
incorporator

WPG/ke
Enclosures

ARTICLES OF INCORPORATION

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OF

ELRAN LEATHERLAND, INC.

The undersigned, acting as incorporator of ELRAN LEATHERLAND, INC., under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME; PRINCIPAL ADDRESS

ELRAN LEATHERLAND, INC.

625 N. Dale Mabry Highway
Tampa, Florida 33609

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. DURATION

The corporation will have a perpetual existence.

ARTICLE IV. PURPOSE

The general purpose or purposes for which the corporation is organized are as follows:

(a) To engage in every aspect and phase of the purchase and sale of home furnishings and to engage in every aspect and phase of related businesses.

(b) To transact any or all other lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 625 North Dale Mabry Highway, Hillsborough County, Tampa, Florida 33609, and the name of the corporation's initial registered agent at that address is HENRY BERRY.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. Two directors shall constitute a quorum for all

purposes. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Sheldon Lubin	2751 Transcanada Highway Montreal, Quebec, Canada H9A 1B4
Henry Berry	11850 South Cleveland Avenue Ft. Myers, Florida 33907
Eric Abecassis	14 Edgewood Street Dollard-Des Ormeaux Quebec, Canada H9B-3J9

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
W. Peyton Gause, Jr. Gause & Associates, P.A.	935 Birdie Way Apollo Beach, Florida 35572

The incorporator of the corporation assigns to this corporation his rights under Section 607.161, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE X. BYLAWS

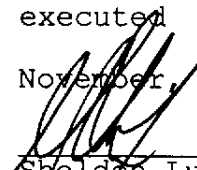
The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted

by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

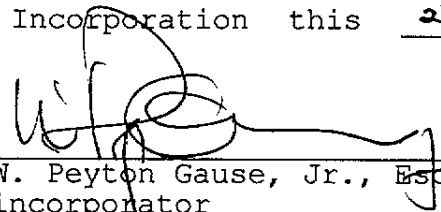
ARTICLE XI. AMENDMENTS

The corporation reserved the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

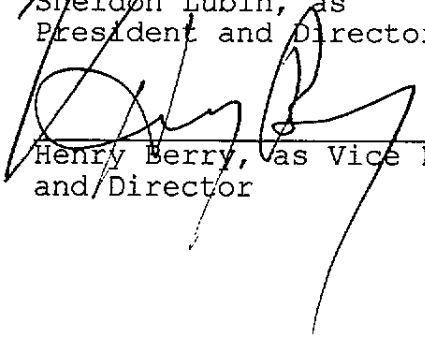
IN WITNESS WHEREOF, the undersigned, as President, Vice-President/Secretary, and incorporator, respectively, have executed these Articles of Incorporation this 23rd day of November, 2004.



Sheldon Lubin, as
President and Director



W. Peyton Gause, Jr., Esq.,
incorporator



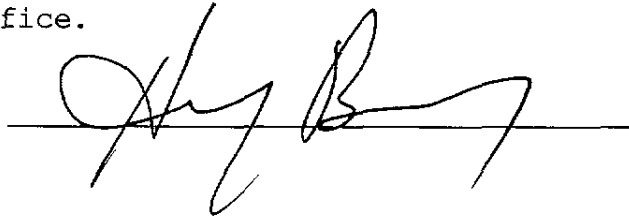
Henry Berry, as Vice Pres.
and Director

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That **ELRAN LEATHERLAND, Inc.**, desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation, at 625 North Dale Mabry Highway, Hillsborough County, Tampa, Florida 33609, has named HENRY BERRY, located at that address, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida General Corporation Act relative to keeping open the registered office.

A handwritten signature, appearing to be "Henry Berry", is written over a horizontal line.

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