

P95000073618

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

200001590542  
-09/21/95--01054--013  
\*\*\*\*122.50 \*\*\*\*122.50

SUBJECT: FORTY FIFTH HOLDINGS, INC.  
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$. 122.50.

FROM:

Mark Grieco  
Name  
2273 Palm Beach Lakes Blvd, Suite C  
Address  
West Palm Beach, FL 33409  
City, State, & Zip  
(407) 687-0455  
Telephone Number

FILED  
95 SEP 21 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BBB 9/22

Note: Additional copy of articles is needed only when certified copy is requested.

**ARTICLES OF INCORPORATION**  
**OF**  
**FORTY FIFTH HOLDINGS, INC.**

FILED  
95 SEP 21 PM 3:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLE I: NAME**

The name of the corporation shall be Forty Fifth Holdings, Inc.

**ARTICLE II: PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 3109 45th Street, West Palm Beach, Florida, 33409.

**ARTICLE III: CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of One Cent (\$0.01) par value common stock.

**ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS**

The name of the initial registered agent is Peter Grieco and the address is 3109 45th Street, West Palm Beach, Florida, 33409.

#### **ARTICLE V    INCORPORATOR**

The name and address of the person signing these Articles is as follows: Peter Grieco and the address is 3109 45th Street, West Palm Beach, Florida, 33409.

#### **ARTICLE VI    INDEMNIFICATION**

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

#### **ARTICLE VII    INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors of this Corporation are as follows:

Peter Grieco

3109 45th Street  
West Palm Beach, Florida, 33409

#### **ARTICLE VIII    BY-LAW S**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

**ARTICLE IX AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a stockholder's meeting by a majority of the stock issued and entitled to be voted, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The undersigned has executed these Articles of Incorporation this 20<sup>th</sup> day of September, 1995.

Peter L. Briedo  
Signature/Title

STATE OF FLORIDA       )  
                                  ) SS  
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared PETER L. BRIEDO, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and county aforesaid this 20<sup>th</sup> day of September, 1995.

(NOTARY SEAL)

Samira K. Wilson  
Notary Public  
State of Florida  
My Commission Expires:



SAMIRA K. WILSON  
MY COMMISSION # CC481022 EXPIRES  
July 16, 1999  
BONDED THRU TROY FARM INSURANCE, INC.

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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: FORTY FIFTH HOLDINGS, INC.

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

Peter Grieco

(NAME)

3109 45th Street

(P.O. BOX NOT ACCEPTABLE)

West Palm Beach, FL 33409

(CITY/STATE/ZIP)

SIGNATURE \_\_\_\_\_

(corporate officer)

TITLE President

DATE 9/18/95

HAVING BEEN NAMED 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 ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE \_\_\_\_\_

DATE 9/18/95

FILED  
SEP 21 PM 3:36  
TALLAHASSEE, FLORIDA

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 221-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

*Handwritten signature/initials*  
 7/29

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_

BY \_\_\_\_\_

WALK-IN Will Pick Up 7/29 12:00

RE: Forty Fifth Holdings, Inc.

C.C. FEE. DISBURSED

☐ Capital Express™  
☐ Art. of Inc. Filing  
☐ Corp. Record Search  
☐ Ltd. Partnership Filing  
☐ Foreign Corp. Filing  
☒ ( ) Cert. Copy(s)  
☒ Art. of Amend. Filing  
☐ Dissolution/Withdrawal  
☐ C U S.  
☐ Fictitious Name Filing  
☐ Name Reservation  
☐ Annual Report/Reinstatement  
☐ Reg. Agent Service  
☐ Document Filing  
☐ Corporate Kit  
☐ Vehicle Search  
☐ Driving Record  
☐ Document Retrieval  
☐ UCC 1 or 3 Filing  
☐ UCC 11 Search  
☐ UCC 11 Retrieval  
☐ File No.'s, \_\_\_\_\_ Copies  
☐ Courier Service  
☐ Shipping/Handling  
☐ Phone ( )  
☐ Top Priority  
☐ Express Mail Prep.  
☐ FAX ( ) pgs.

SUBTOTALS

FEE.....  
 DISBURSED.....  
 SURCHARGE.....  
 TAX on corporate supplies.....  
 SUBTOTAL.....  
 PREPAID.....  
 BALANCE DUE.....  
 \$

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

93 JUL 29 PM 12:56  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
**FORTY FIFTH HOLDINGS, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment of incorporation:

FIRST: Amendment adopted:

ARTICLE ONE: NAME

The name of the corporation is hereby changed from FORTY FIFTH HOLDINGS, INC. to EUROTIQUE INTERNATIONAL, INC.

SECOND: This amendment does not require an exchange, reclassification or cancellation of issued shares.

THIRD: The date of the adoption of this amendment shall be July 29, 1996.

FOURTH: This amendment was adopted without shareholder action and shareholder action was not required. The amendment was adopted by the Board of Directors.

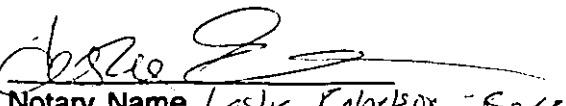
Signed this 24th day of July, 1996

By:   
Peter Grieco, president

STATE OF FLORIDA                     )  
COUNTY OF PALM BEACH         )

RECEIVED  
JUL 29 PM 12:56  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 24th day of July, 1996, by Peter Grieco, and he is personally known to me and did not take an oath.

  
Notary Name Leslie Echelson-Boyce  
Notary Public  
Serial (commission) number \_\_\_\_\_  
(if any) \_\_\_\_\_

(NOTARY STAMP)



Leslie Echelson-Boyce  
MY COMMISSION # CC499425 EXPIRES  
October 4, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

**P95000073618**

*Eurotique International, Inc.*

310002264418--9  
08/12/07--01019--022  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Art of Inc. File	97 AUG 13 PM 12:47	RECEIVED TALLAHASSEE FLORIDA SECRETARY OF STATE
LTD Partnership File		
Foreign Corp. File		
L.C. File		
Fictitious Name File		
Name Reservation		
Merger File		
✓ Art. of Amend. File		
RA Resignation	97 AUG 12 AM 10:00	RECEIVED TALLAHASSEE FLORIDA DEPARTMENT OF STATE DIVISION OF CORPORATE AND COMMERCIAL AFFAIRS
Dissolution / Withdrawal		
Annual Report / Reinstatement		
Cert. Copy		
Photo Copy		
Certificate of Good Standing		
Certificate of Status		
Certificate of Fictitious Name		
Corp Record Search		
Officer Search		
Fictitious Search		
Fictitious Owner Search	8/13	
Vehicle Search		
Driving Record		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
Courier		

Signature \_\_\_\_\_

Requested by: CJB

Name \_\_\_\_\_

Date

Time

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 12, 1997

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: EUROTIQUE INTERNATIONAL, INC.  
Ref. Number: P95000073618

NOT  
97 AUG 13 PM 10:28  
DIVISION OF CORPORATIONS

We have received your document for EUROTIQUE INTERNATIONAL, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by a director if it was adopted by the directors.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Joy Moon-French  
Corporate Specialist

Letter Number: 997A00040789

*Corrected*

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
**EUROTIQUE INTERNATIONAL, INC.**

**FILED**  
97 AUG 13 PM 12:47  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment of incorporation:

FIRST: Amendment adopted:

**ARTICLE ONE: NAME**

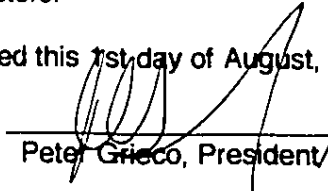
The name of the corporation is hereby changed from EUROTIQUE INTERNATIONAL, INC. to HARDWEAR LEATHER, INC.

SECOND: This amendment does not require an exchange, reclassification or cancellation of issued shares.

THIRD: The date of the adoption of this amendment shall be August 1, 1997.

FOURTH: This amendment was adopted without shareholder action and shareholder action was not required. The amendment was adopted by the Board of Directors.

Signed this 1st day of August, 1997

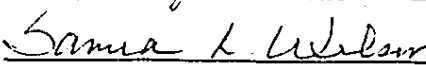
By:   
Peter Grieco, President/Director

STATE OF FLORIDA            )  
  ) SS  
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Peter L. Grieco, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and county aforesaid this 5<sup>th</sup> day of August, 1997.

(NOTARY SEAL)

  
Notary Public  
State of Florida  
My Commission Expires:



**SAMRA K. WILSON**  
MY COMMISSION # CC481022 EXPIRES  
July 16, 1999  
BONDED THRU TROY FARM INSURANCE, INC.