

JOHNSON & JOHNSON

ATTORNEYS AND COUNSELORS AT LAW
326 S GRANDVIEW AVENUE
DAYTONA BEACH, FLORIDA 32118

RONALD N JOHNSON

(904) 282-3694
(904) 282-3860 - FAX

N NEEL JOHNSON

September 12, 1996
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***122.50 ***122.50

Division of Corporations
Bureau of Corporate Records
P. O. Box 6327
Tallahassee, FL 32314

Re: Barney's Leather - Main Street, Inc.

Dear Sir or Madam:

Enclosed is original and copy of Articles of Incorporation for filing and my Trust Account Check in the amount of \$122.50 to cover filing fee.

PLEASE CALL JENNIE COLLECT AT THE ABOVE PHONE NUMBER WITH THE CHARTER NUMBER AND DATE OF INCORPORATION AS SOON AS THE ARTICLES HAVE BEEN FILED and mail the certified copy of Articles to me at the above address.

Thank you.

Sincerely yours,

Ronald N. Johnson
Ronald N. Johnson

/jc

encs.

cc: D.J. Delaney

[Signature]
9/17

FILED
96 SEP 15 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BARNEY'S LEATHER - MAIN STREET, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BARNEY'S LEATHER - MAIN STREET, INC.

The principal place of business of this corporation shall be 411 Main Street, Daytona Beach, Florida 32118, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 326 South Grandview Avenue, Daytona Beach, Florida 32118, and the name of the initial registered agent of the corporation at that address is Attorney Ronald N. Johnson.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. 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 thereof at the price at which it is offered to others.

FILED
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CLERK OF DISTRICT COURT
DADE COUNTY, FLORIDA

ARTICLE VII. DIRECTORS

This corporation shall initially have one director. The names and street address of the initial member of the Board of Directors is:

DENNIS J. DELANEY
17 North Peninsula Drive
Daytona Beach, FL 32118

ARTICLE VIII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

DENNIS J. DELANEY
President
17 North Peninsula Drive
Daytona Beach, FL 32118

KAREN BENNIS
Secretary/Treasurer
17 North Peninsula Drive
Daytona Beach, FL 32118

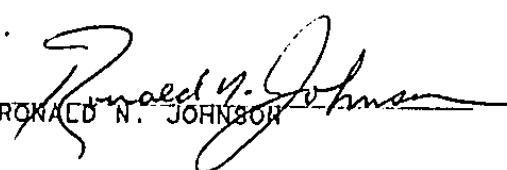
ARTICLE IX. SUBSCRIBER

The name and street address of the incorporator to these Articles of Incorporation is:

RONALD N. JOHNSON
326 S. Grandview Avenue
Daytona Beach, FL 32118

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 6th day of September, 1996.

STATE OF FLORIDA
COUNTY OF VOLUSIA


RONALD N. JOHNSON

The foregoing instrument was acknowledged before me this 6th day of September, 1996, by Ronald N. Johnson who is personally known to me.


Notary Public

My Commission Expires:

JENNIFER N. CROCKETT
NOTARY PUBLIC, STATE OF FLORIDA
COMM. EXP. JUNE 9, 1997
#CC291534
Bonded By Auto Owners Ins.

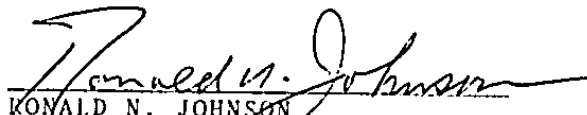
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the
following is submitted in compliance with said Act:

That BARNEY'S LEATHER - MAIN STREET, INC., desiring
to organize under the laws of the State of Florida with
its principal office as indicated in the Articles of
Incorporation in the City of Daytona Beach, County of
Volusia, State of Florida, has named RONALD N. JOHNSON
located at 326 South Grandview Avenue, City of Daytona
Beach, County of Volusia, State of Florida 32118,
agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for
the above stated corporation, at the place designated in
this certificate, I hereby accept to act in such
capacity, and agree to comply with the provision of said
Act relative to keeping open said office.


RONALD N. JOHNSON
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED