

Edward W. Walker
'2572 Delwood Avenue
Jacksonville, Florida 32204-3770

State of Florida, 1996
Bureau of Corporations
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

RE: The Old Kentucky Leather Works, Inc.

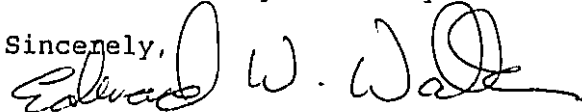
Dear Sir:

Please find enclosed the duly executed originals and copies for both the Articles of Incorporation of the above referenced corporation and the Certificate of Registered Agent.

Also enclosed is a check in the amount of \$70.00 to cover the filing fees and registration fees for the proposed incorporation.

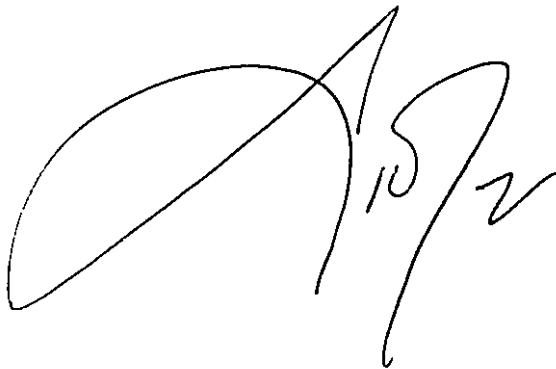
Please call if you have questions.

Sincerely,



Edward W. Walker

ph 904-353-3770



EFFECTIVE DATE
9/29/96
SECRETARY OF STATE
TALLAHASSEE FL 32307
96 SEP 30 PM 12:08
FILED

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-10/01/96-01003-013
*****70.00 *****70.00

ARTICLES OF INCORPORATION

OF

The Old Kentucky Leather Works, Inc.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I

NAME

Section 1.1 Name. The name of the corporation is The Old Kentucky Leather Works, Inc.

ARTICLE II

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSE

Section 3.1 Purpose. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share. Said authorized shares may be divided into voting and non-voting shares before issuance by action of the board of directors; provided, however, that in the event that such designation is not specifically made by the board of directors, said stock shall be deemed voting.

Section 4.2 Restrictions on Transfer of Stock. The shareholders may by agreement or bylaw provision, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as is deemed necessary.

96 SEP 30 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
9/25/96

Section 4.3 Approval of Shareholders Required for Merger. The approval of a majority of the holders of Common Stock of this corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 822 Lomax, Jacksonville, Florida 32204-3902 and the mailing address is 822 Lomax, Jacksonville, Florida 32204-3902 and the name of the initial registered agent of this corporation at that address is Edward W. Walker.

ARTICLE VI

DIRECTORS

Section 6.1 Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Directors. The name and street address of the member of the first Board of Directors of the corporation is:

Edward W. Walker

2572 Delwood Ave.
Jacksonville, Florida 32204-3770

Section 6.3 Compensation. The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

Section 6.4 Indemnification. The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII

BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the Board of Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of directors, but the Board of

Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subjected to amendment or repeal by the Board of Directors.

ARTICLE VIII

INCORPORATION

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation is:

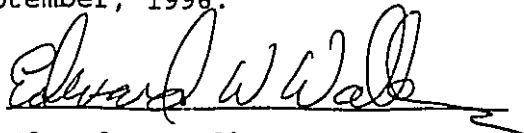
Edward W. Walker
2572 Delwood Ave.
Jacksonville, Florida 32204-3526

ARTICLE IX

AMENDMENT

Section 9.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 25 day of September, 1996.

A handwritten signature in dark ink, appearing to read "Edward W. Walker", is written over a horizontal line.

Edward W. Walker

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT
FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Florida Statutes 48.091 and 607.034, the following is submitted:

The Old Kentucky Leather Works, Inc. desiring to organize or qualify under the laws of the State of Florida, hereby designated Edward W. Walker as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 822 Lomax, Jacksonville, Florida 32204-3902.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

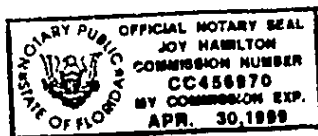
Edward W. Wall

Edward W. Walker

Dated: 9-25-96

STATE OF FLORIDA)) SS
COUNTY OF Duval)

The foregoing instrument was acknowledged before me by Edward W. Walker who is not personally known to and/or who has produced as identification and who did did not take an oath, this 25th day of September.



Notary Public Joy Hamilton
State of Florida at Large
My commission expires: April 1, 2015

RECEIVED
SEP 30 PM 12:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA