

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-0171

800-342-8086

P96000084764



ACCOUNT NO. : 072100000032

REFERENCE : 119027 4323655

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 14, 1996

ORDER TIME : 10:0 AM

ORDER NO. : 119027-005

CUSTOMER NO: 4323655

400001972474--5
-10/14/96--01016--025
***78.75 ***78.75

CUSTOMER: Olin G. Shivers, Esq
ANNIS MITCHELL COCKEY EDWARDS
& ROEHN, P.A.
Suite 2100
One Tampa City Center
Tampa, FL 33602

DOMESTIC FILING

NAME: HD LEATHER, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
96 OCT 14 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 OCT 14 PM 11:34
DIVISION OF CORPORATIONS

KE
10-15-96

ARTICLES OF INCORPORATION
OF
HD LEATHER, INC.

FILED
96 OCT 14 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I
Name and Address

The name of this Corporation is: HD LEATHER, INC. The street address of this Corporation is: 3614B West Kennedy Boulevard, Tampa, Florida 33609.

ARTICLE II
Term of Existence

This Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation.

ARTICLE III
Purpose

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
Powers

This Corporation shall have the power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida.

(k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(l) To make and alter Bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of this Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its Directors, officers, and employees and for any or all of the Directors, officers, and employees of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its Directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation,

partnership, limited partnership, joint venture, trust, or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V
Capital Stock

This Corporation is authorized to issue **Ten Thousand (10,000)** shares of \$.01 par value common stock, which shall be designated Common Shares.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is **201 N. Franklin Street, Suite 2100, Tampa, Florida 33602**, and the name of its initial registered agent at such address is **Olin G. Shivers**.

ARTICLE VII
Initial Board of Directors

This Corporation shall have **one (1)** Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial Director of this Corporation are:

<u>Name</u>	<u>Address</u>
Henry J. Weiss	3614B West Kennedy Boulevard Tampa, Florida 33609

ARTICLE VIII
Incorporator

The name and address of the person signing these Articles are:

<u>Name</u>	<u>Address</u>
Henry J. Weiss	3614B West Kennedy Boulevard Tampa, Florida 33609

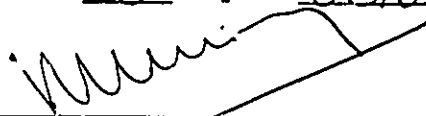
ARTICLE IX
Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the stockholders of this Corporation.

**ARTICLE X
Amendment**

These Articles of Incorporation may be amended in the manner provided by law.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 8 day of OCTOBER, 1996.



Henry J. Weiss

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for this Corporation, at the place designated herein, 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.



Olin G. Shivers

Dated the 10th day of October, 1996

4548-001-0367313.01

FILED
96 OCT 14 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P 96000084764

ANNIS, MITCHELL, COCKEY, EDWARDS & ROEHN

PROFESSIONAL ASSOCIATION

MICHAEL D. ANNIS
WILLIAM F. BRANDES, JR.
ENOLA T. BROWN
J. DANIEL CLARK
PRESTON O. COCKEY, JR.
JODI L. CORRIGAN
PAMELA K. COTHRAN
ROBERT M. DAISLEY
KIRK S. DAVIS
KENNETH A. DIAMOND
EDITH N. DINNEEN
PETER D. DORAGH
GREGORY W. DWORZANOWSKI
JOSEPH D. EDWARDS
BRUCE G. FEDOR
W. KEITH FENDRICK
THOMAS B. GARLICK
DAVID A. GOLDSTEIN
D. LOCKWOOD GRAY
CHRISTOPHER L. GRIFFIN
C. DAVID HARPER
MARK S. HOWARD
MICHELE R. HUDSICK
BARBARA HARDY HUNT
LAWRENCE P. INGRAM
DAVID S. JOHNSON
LORIE SMITH JOHNSON

SUITE 2100
ONE TAMPA CITY CENTER
POST OFFICE BOX 3433
TAMPA, FLORIDA 33601
TELEPHONE: (813) 229-3321
FACSIMILE: (813) 223-9067
AVAILABLE FOR CONSULTATION
KÄRTEL, VOLLHARDT & PARTNER
KURFÜRSTENDAMM 36
D-10719 BERLIN
GERMANY
011-49-30-882-7710
FAX 011-49-30-881-1308

ELLEN L. KOEHLER
STEPHEN L. KUSSNER
DAVID L. LAPIDES
THOMAS M. LITTLE
ANDREW R. MCCUMBER
ROBERT D. MCLEAN
GAIL E. MARTIN
MARION PORTER MATHIASON
STEPHEN J. MITCHELL
SEAN P. MURPHY
LEE E. NELSON
C. PERRY PEEPLES
CLAUDIUS H. PRITCHARD, V
JOHN H. RAINS, III
BENJAMIN P. REESE, II
FRED S. RIDLEY
ROBERT L. ROCKE
THOMAS J. ROEHN
L. KIRK ROGERS
JOSEPH W.N. RUGG
STEVEN M. SAMAHA
OLIN G. SHIVERS
DEBRA K. SMIETANSKI
STEPHEN J. SZABO, III
PETER R. WALLACE
RANDOLPH J. WOLFE
DONNA D. WYSONG

July 14, 1997

FREDERICK B. KARL
OF COUNSEL

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

200002240592--0
-07/17/97--01084--011
*****43.75 *****43.75

Re: HD LEATHER, INC.
Your Document No. P96000084764
Our File No. 6005-001

Dear Madam or Sir:

Enclosed are an original and one copy of the Articles of Dissolution for the above-captioned corporation, as well as our check in the amount of \$43.75 to cover the cost of the filing.

Please file the Articles of Dissolution, place your "Filed" stamp on the enclosed copy, issue a Certificate of Status, and then return the documents to the undersigned's attention in the envelope enclosed for that purpose.

If you have any questions, please let us know. Thank you for your assistance with this matter.

Sincerely,

Oliver G. Shivers
OLIN G. SHIVERS

OCS:gh
Enclosures
6005-001-0430053.01

UDIS
CEG
7/21

97 JUL 17 PM 12:18
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION

1. The name of this Corporation is HD LEATHER, INC. (Florida Charter No. P96000084764).

2. Dissolution of the Corporation was authorized pursuant to a Written Action in Lieu of a Special Meeting of the Sole Shareholder and Sole Director of the Corporation dated the 7th day of July, 1997. The number of votes cast in favor of dissolution was sufficient for approval.

3. These Articles of Dissolution shall be effective upon filing with the Florida Department of State.

Dated effective the 7th day of July, 1997.

HD LEATHER, INC.,
a Florida corporation

By: [Signature]
Henry J. Weiss,
President

6005-001-0424887.01

FILED
97 JUL 17 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA