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TALLAHASSEE, FL 32301-2607

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FAX



PRESTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 119027 4323655

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 14, 1996

ORDER TIME : 10:03 AM

ORDER NO. : 119027-015

CUSTOMER NO: 4323655

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

0000011972475-1
10/14/96-01016-026
*****79.75 *****79.75

DOMESTIC FILING

NAME: ARTEX LEATHER, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
96 OCT 14 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 OCT 14 AM 11:35
DIVISION OF CORPORATIONS

KR
10-15-96

ARTICLES OF INCORPORATION
OF
ARTEX LEATHER, INC.

FILED
96 OCT 14 AM 8:25
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: ARTEX 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>
Jorge A. Strulavits	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>
Jorge A. Strulavits	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.



Jorge A. Strulavits

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 11th day of October, 1996

4548-001-0367314.01

FILED
96 OCT 14 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000084766

January 7, 1997

Florida Department of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

Re: ARTEX LEATHER, INC.
Document No. P96000084766

FILED
97 JAN 24 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Madam or Sir:

Please change the street and mailing address of the principal office of the above-referenced corporation to the following:

c/o Jorge A. Strulavits
14633 Par Club Circle
Tampa, Florida 33624

Please acknowledge receipt of this letter by placing your "Filed" stamp on the duplicate copy of this letter and returning it in the envelope enclosed for that purpose.

Sincerely


Jorge A. Strulavits

6004-001-0375539.01

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