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GREENFELDER, MANDER, HANSON, MURPHY & DWYER

ATTORNEYS AT LAW

14217 THIRD STREET

DADE CITY, FLORIDA 33523

GLEN E. GREENFELDER
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352-567-0411

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BROOKSVILLE 352-796-7900

December 9, 1996

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

Re: Cattle Gap, Inc.

Gentlemen:

Enclosed is an original and one copy of Articles of Incorporation for the above named corporation. Please file the original and certify and return the copy to our office.

Enclosed is our check in the amount of \$122.50 for your fees for filing the Articles and the Registered Agent Certificate, and for certifying the copy.

Sincerely,

GREENFELDER, MANDER, HANSON,
MURPHY & DWYER



Daniel L. Dwyer

DLD/sw

Enclosures

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
CATTLE GAP, INC.

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The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME

The name of this corporation is CATTLE GAP, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of dealing in retail western wear and accessories and for the purpose of transacting any or all lawful business and engaging in any activities or business for which corporations may be incorporated under Chapter 607, Florida Statutes as now exists or may hereafter be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock which shall be designated as "common shares".

Such common stock shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the principal office of the corporation is 14009 - Seventh Street, Dade City, Florida, 33525. The street address of the initial registered office of this corporation is 14217 Third Street, Dade City, Florida, 33523. The name of the initial registered agent of this corporation at that address is DANIEL L. DWYER.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation initially shall have four directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by amendment of the bylaws of the corporation; however, there shall never be less than three directors.

The name and address of the initial Board of Directors of the corporation are:

JOSEPH EDWARD CAPPARELLI
15239 Lake Iola Road
Dade City, Florida 33525

KATHERINE STAILEY CAPPARELLI
15239 Lake Iola Road
Dade City, Florida 33525

BEHROUZ MADANI
14135 Happy Hill Road
Dade City, Florida 33525

CLAUDIA E. MADANI
14135 Happy Hill Road
Dade City, Florida 33525

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these
Articles are:

JOSEPH EDWARD CAPPARELLI
15239 Lake Iola Road
Dade City, Florida 33525

KATHERINE STAILEY CAPPARELLI
15239 Lake Iola Road
Dade City, Florida 33525

BEHROUZ MADANI
14135 Happy Hill Road
Dade City, Florida 33525

CLAUDIA E. MADANI
14135 Happy Hill Road
Dade City, Florida 33525

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any
provision contained in these Articles of Incorporation or any
amendment thereto by a majority vote of the shareholders, if
shares have been issued; and if not, then by a majority of the
directors. Any right conferred upon the shareholders is subject
to this reservation.

IN WITNESS WHEREOF the undersigned incorporator has executed

these Articles of Incorporation on the 22nd day of November,
1996.

Joseph Edward Capparelli
JOSEPH EDWARD CAPPARELLI

Katherine Stailey Capparelli
KATHERINE STAILEY CAPPARELLI

Behrouz Madani
BEHROUZ MADANI

Claudia E. Madani
CLAUDIA E. MADANI

STATE OF FLORIDA

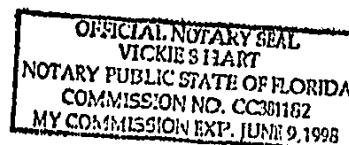
COUNTY OF PASCO

BEFORE ME, a Notary Public authorized to take
acknowledgments in the State and County set forth above,
personally appeared JOSEPH EDWARD CAPPARELLI and KATHERINE
STAILEY CAPPARELLI, known by me to be the persons who executed
the foregoing Articles of Incorporation, and who acknowledged
before me that they executed these Articles of Incorporation and
who furnished as proof of identification: personally known

IN WITNESS WHEREOF I have set my hand and seal in the state
and county above this 22nd day of November, 1996.

Vickie S. Hart
Printed name: Vickie S. Hart
Notary Public

Commission:



ARTICLES OF INCORPORATION - 4

STATE OF FLORIDA

COUNTY OF PASCO

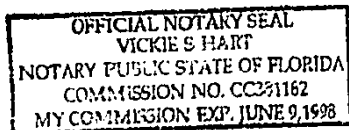
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared BEHROUZ MADANI and CLAUDIA E. MADANI, known by me to be the persons who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed these Articles of Incorporation and who furnished as proof of identification: personally known.

IN WITNESS WHEREOF I have set my hand and seal in the state and county above this 22nd day of November, 1996.



Printed name: Vickie S. Hart
Notary Public

Commission: ---



**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That CATTLE GAP, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 14009 Seventh Street, Dade City, Florida, 33525, has named DANIEL L. DWYER, whose address is 14217 Third Street, Dade City, Florida, 33523, as its agent to accept service of process within Florida.

DATED: Dec 5, 1996

SIGNED:

Joseph Edward Capparelli
JOSEPH EDWARD CAPPARELLI

Katherine Stailey Capparelli
KATHERINE STAILEY CAPPARELLI

Behrouz Madani
BEHROUZ MADANI

Claudia E. Madani
CLAUDIA E. MADANI

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 12 PM 3:14

ACCEPTANCE

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

DATED: 12-9-96

Daniel L. Dwyer
DANIEL L. DWYER
Registered Agent