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FRANK M. PALMOUR & ASSOCIATES, P.A.
Attorneys at Law

Frank M. Palmour

December 13, 1996

FILED
96 DEC 17 PM 3:47
CLERK OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-12/18/96-01015-003
***122.50 ***122.50

Re: RCLAUDIUS, INC.

TO WHOM IT MAY CONCERN:

Transmitted herewith for filing are the Articles of Incorporation of RCLAUDIUS, INC. Also attached is the Designation of Registered Agent for Service of Process and Acceptance Thereof.

Enclosed is a check in the amount of \$122.50, payable to the Secretary of State of Florida in payment of all fees.

Please forward a certified copy of the Certificate of Incorporation and Designation of Registered Agent to the undersigned at:

Frank M. Palmour, Attorney
38 North Park Avenue
Apopka, Florida 32703

Thank you for your assistance with this matter.

Sincerely yours,


Frank M. Palmour

FMP/lly
Enclosures (3)

cc: Mr. Roy C. Thurston

Frank M. Palmour GAVE
AUTHORIZATION BY PHONE TO
DIRECT R.A. address
DATE 12/18/96
BY RE

38 North Park Avenue, Apopka, Florida 32703
Telephone (407) 880-8883 Facsimile (407) 880-2820

rw 12/18/96

ARTICLES OF INCORPORATION OF

RCLAUDIUS, INC.

The undersigned, for the purpose of forming a Corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of the Corporation is RCLAUDIUS, INC.

ARTICLE TWO

PRINCIPAL OFFICE

The street address of the initial principal office of the Corporation is 155 Mingo Trail, Suite 101, Longwood, Seminole County, Florida 32750.

ARTICLE THREE

CORPORATE DURATION

The duration of the Corporation is perpetual.

ARTICLE FOUR

PURPOSES

The purposes for which the Corporation is organized are:

1. To engage in the design, production, manufacture, assembly and marketing of leather products.

2. To engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to the preceding business.

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3. To engage in any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

4. To do such other things as are incidental, necessary or desirable in order to accomplish the above.

ARTICLE FIVE

CAPITALIZATION

The aggregate number of shares which the Corporation is authorized to issue is One Hundred (100). Such shares shall be of a single class (common shares), and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE SIX

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 155 Mingo Trail, Suite 101, Longwood, Seminole County, Florida 32750, and the name of its initial registered agent at such address is Roy C. Thurston.

ARTICLE SEVEN

INCORPORATORS

Name

Address

Roy C. Thurston

249 Shiprock Court
Deltona, Florida 32738

Robin E. Latzman

503 Mission Oak Court
Longwood, Florida 32750

Executed by the undersigned at the place and on the date
designated by their names set forth below.

* Executed at Longwood Fl.
on Dec 12th 1996 (city and state) By: Roy C. Thurston
(date)

* Executed at Longwood, Fl
on December 12th 1996 (city and state) By: Robin E. Latzman
(date)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND OFFICE, AND
ACCEPTANCE OF SAME BY REGISTERED AGENT**

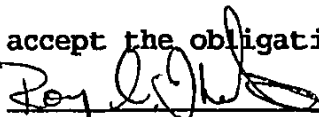
PURSUANT TO THE PROVISIONS OF SECTION 607.501, Florida Statutes, the undersigned Corporation, organized and existing under the laws of the State of Florida, submits the following statement in designating the Registered Agent and Registered Office in the State of Florida.

1. The name of the Corporation is RCLAUDIUS, INC.
2. The name and address of the Registered Agent and Office are:

Roy C. Thurston

155 Mingo Trail, Suite 101
Longwood, Florida 32750

Having been named as Registered Agent to accept service of process for the above stated Corporation at the place designated in the Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



Roy C. Thurston

155 Mingo Trail, Suite 101
Longwood, Florida 32750

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