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KARL W. BOYLES, JR.
ATTORNEY AND COUNSELOR AT LAW

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PENSACOLA, FLORIDA 32591-3464

April 4, 1997

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

Re: LEATHER & LACE, INC.

600002135656--7
-04/08/97--01008--001
****122.50 ****122.50

Dear Sirs:

Regarding the formation of the above corporation, please find enclosed an original and one copy each of the Articles of Incorporation and Registered Agent's Certificate. Also enclosed is my check to cover the following expenses:

Filing Fees-----	\$ 35.00
Certified Copy-----	52.50
Registered Agent-----	35.00

TOTAL \$122.50

Thank you for your assistance in this matter.

Yours very truly,

EFFECTIVE DATE
4-4-97

KW Boyles
KARL W. BOYLES, JR.

KWBjr/dmt

Enclosures

APR 9

BSB

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97 APR -7 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
LEATHER & LACE, INC.

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97 APR -7 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

EFFECTIVE DATE
4-4-97

ARTICLE I: NAME

The name of the corporation is: LEATHER & LACE, INC.
The principal mailing address of the corporation is 41 N. Navy Blvd., Pensacola, Florida 32507.

ARTICLE II: NATURE OF BUSINESS

This corporation is organized for the purpose of transacting all lawful business for which corporations may be incorporated under the Florida General Corporation Act, effective January 1, 1976. The business to be transacted shall include, but not be limited to the retail sales of merchandise, and the corporation shall be empowered to purchase, or otherwise acquire and to own, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

ARTICLE III: CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV: TERM OF EXISTENCE

This corporation shall have perpetual existence and its

existence shall commence upon the date of execution or within five (5) days of receipt of documents by the Secretary of State, whichever is later, and acknowledgment of these articles.

ARTICLE V: PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 41 N. Navy Blvd., Pensacola, Florida 32507, and the name of the initial registered agent of this corporation at that address is GARY E. DOXEY.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders, but shall never be less than two (2). The names and addresses of the initial directors of this corporation are:

Cathleen A. Doxey
3030 Panama Drive
Pensacola, FL 32526

Gary E. Doxey
3030 Panama Drive
Pensacola, FL 32526

ARTICLE VIII: INCORPORATORS

The name and address of the Incorporator signing these Articles of Incorporation is:

Karl W. Boyles, Jr.
123 S. Palafox Place
Pensacola, Florida 32501

ARTICLE IX: AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X: TRANSFER OF STOCK

No stockholder, the executor or administrator of any deceased stockholders shall transfer stock in this company without first notifying the company of the name of the proposed transferee and obtaining the consent of the Board of Directors for said transfer. The Board shall have the right to refuse to make sure transfer under limitations and provisions of the corporate By-Laws. Furthermore, the stockholders of this corporation may include in any agreement between themselves any limitations upon the transferability, pledge or assignment of the corporate stock, as well as to confer upon the stockholders pre-emptive rights of purchase as conditions precedent to the sale of stock.

ARTICLE XI: CORPORATE STOCK LIEN

This corporation shall have a first and prior lien upon any and all of its outstanding shares of capital stock and upon dividends earned thereon for any indebtedness owing by the owner of any of said stock to the corporation. The said lien shall cover any indebtedness whether due or to become due; whether now existing or which may hereafter be created; whether contingent or fixed; and whether primary or secondary.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, on this 4th day of April, 1997.

Karl W. Boyles, Jr.
KARL W. BOYLES, JR.
Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE me, a Notary Public, authorized to take acknowledgments in the state and county set forth above, personally appeared KARL W. BOYLES, JR., personally known to me, who did not take an oath, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged that he executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 4th day of April, 1997.

Debra M. Turi
NOTARY PUBLIC



FILED

97 APR -7 AM 8:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

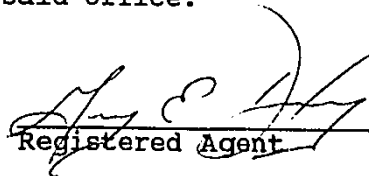
REGISTERED AGENT'S CERTIFICATE

In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said act:

FIRST, THAT LEATHER & LACE, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, in Escambia County, Florida, has named GARY E. DOXEY as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at 41 N. Navy Blvd., Pensacola, Florida 32507, the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Registered Agent

STATE OF FLORIDA

COUNTY OF ESCAMBIA

Sworn to and subscribed before me this 4th day of April,
1997.


NOTARY PUBLIC

