

Jack Malerba, EA
Enrolled to Practice before the Internal Revenue Service

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 APR 11 PM 4:10

FILING OF THE ARTICLES OF INCORPORATION


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April 9, 1997

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

I've enclosed a \$122.50 check payable to the Florida Secretary of State, along with the original and a copy of the articles of incorporation for **Leather & Roses, Inc.**

Sincerely,


John J. Malerba, EA,
Incorporator

D. BROWN APR 14 1997

ARTICLES OF INCORPORATION
OF
LEATHER & ROSES, INC.



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ARTICLE 1 -- NAME AND PRINCIPAL OFFICE

The name of the corporation is Leather & Roses, Inc. The corporation's principal place of business and its mailing address is 5811 SW 89 Pl., Miami, FL 33173-1652.

ARTICLE 2 -- DURATION

The corporation's duration is perpetual.

ARTICLE 3 -- NATURE OF BUSINESS

The corporation will transact any or all lawful business allowed under the Florida Corporation Act.

ARTICLE 4 -- STOCK SHARES

The corporation may issue up to 1000 common shares of capital stock at .01 par value.

ARTICLE 5 -- STARTING CAPITAL

The corporation will start business once \$1000.00 in money, in property, or in services rendered, is exchanged for common stock shares in the corporation.

ARTICLE 6 -- REGISTERED AGENT

The corporation's first registered agent is John J. Malerba, EA, and his address is 1918 Harrison St., #204, Hollywood, FL 33020-5066.

As registered agent, I accept the service of process for the above corporation at the place designated in these articles of incorporation. I accept this appointment 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. I am familiar with and accept the obligations of registered agent for this corporation.


John J. Malerba, EA

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ARTICLE 7 -- FIRST BOARD OF DIRECTORS

The names and addresses of the first board of directors of the corporation are:

Bernard Haynes, 5811 SW 89 Pl., Miami, FL 33173-1652

Linda Robinson, 816 E. Mowry Dr. #815, Homestead, FL 33030.

These directors shall serve until the first annual meeting of the directors and shareholders.

Further, these directors of the corporation shall not be held liable to the corporation or its shareholders for monetary damages due to breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

ARTICLE 8 -- POWERS OF THE DIRECTORS

The directors shall make, alter, or repeal the bylaws of the corporation without restrictions of their powers conferred by Florida statute.

ARTICLE 9 -- NAME AND ADDRESS OF THE INCORPORATOR

John J. Malerba, EA, of 1918 Harrison St., #204, Hollywood, FL 33020-5066 is the Incorporator for the corporation.

ARTICLE 10 -- END OF THE INCORPORATOR'S POWERS

The powers of the Incorporator cease upon the filing of the articles of incorporation. In witness whereof, the undersigned Incorporator has executed these Articles of Incorporation on the date below. The undersigned Incorporator hereby affirms, under penalty of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Date: 4/9/97
Name: John J. Malerba, EA
Address: 1918 Harrison St., #204, Hollywood, FL 33020-5066



John J. Malerba, EA