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ACCOUNT NO. : 072100000032

REFERENCE : 406309 81622B

AUTHORIZATION: *Patricia Pujols*

COST LIMIT : \$ 70.00

ORDER DATE : May 28, 1997

ORDER TIME : 9:39 AM

ORDER NO. : 406309-005

CUSTOMER NO: 81622B

CUSTOMER: Ms. Sue N. Bothe
KENT RUNNELLS, P.A.

100002193261--0

Suite 204
420 W. Brandon Blvd.
Brandon, FL 33511

DOMESTIC FILING

NAME: THE LEATHER COLLECTION, 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
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: _____

TALLAHASSEE, FLORIDA
MAY 28 1997

STAMPED COPY
MAY 28 1997

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8: MAY 28 1997

**ARTICLES OF INCORPORATION
OF
THE LEATHER COLLECTION, INC.**

97 MAY 23 AM 11:44
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation is THE LEATHER COLLECTION, INC.

ARTICLE II

The corporation is authorized to and may engage in any activity or business which is lawful in the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common capital stock, each share having a par value of \$1.00 (one dollar). Authorized common capital stock may be paid for in cash, services or property at a just value to be fixed by the Directors of the corporation at any regular or special meeting thereof.

ARTICLE IV

The amount of capital with which the corporation shall commence business is \$1,000.00.

ARTICLE V

This corporation shall have a perpetual existence.

ARTICLE VI

The initial street address of the principal office of the corporation is to be 4045 S. Tamiami Trail, Sarasota, Florida 34231. The Directors may from time to time designate such other address and place for the principal office of the corporation as they deem appropriate.

ARTICLE VII

The initial number of directors of this corporation shall be one (1). This number may be increased from time to time pursuant to the bylaws adopted by the stockholders of the corporation, but shall never be less than one.

ARTICLE VIII

The name and street address of the officers and first Board of Directors who shall serve until the first annual meeting, or until their successors shall have been elected and qualified are:

HEIDI HUEBSCHER
President, Secretary, Director
4045 S. Tamiami Trail
Sarasota, Florida 34231

ARTICLE IX

The name and street address of the subscriber of these Articles of Incorporation is as follows:

Kent B. Runnells
420 W. Brandon Boulevard
Suite 204
Brandon, Florida 33511

ARTICLE X

These Articles of Incorporation may be amended in any manner provided by Florida law. Every amendment hereto shall be proposed by the stockholders and approved at a stockholders meeting by a majority of stock entitled to vote thereon unless all stockholders sign a written agreement manifesting their intention to effect a certain amendment of these Articles of Incorporation.

ARTICLE XI

KENT RUNNELLS, P.A., 420 W. Brandon Boulevard, Suite 204, Brandon, Florida 33511, is hereby designated **REGISTERED AGENT** upon whom process may be served.

IN WITNESS WHEREOF, I hereunto set my hand and seal, and acknowledge and file the foregoing Articles of Incorporation of THE LEATHER COLLECTION, INC., under the laws of the State of Florida, this 27 day of May, 1997.


KENT B. RUNNELLS
Initial Subscriber

STATE OF FLORIDA)
) SS
COUNTY OF HILLSBOROUGH)

BEFORE ME, personally appeared, KENT B. RUNNELLS, Initial Subscriber, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and

acknowledged that he executed the same for the purpose expressed therein.

SWORN TO AND SUBSCRIBED before me this 27 day of May, 1997.


NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

Having been named as REGISTERED AGENT and 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.


KENT RUNNELLS, P.A.

TALLAHASSEE, FLORIDA

MAY 23 11:44