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((H97000010403 8))

0: DIVISION OF CORPORATIONS

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FROM: RICARDO MARTINEZ-CID, P.A.
CONTACT: RICARDO MARTINEZ-CID
PHONE: (305)859-7494

ACCTR: 076640001666

FAX R: (305)858-2513

AME: KATZ WESTERN WEAR AND LEATHER GOODS, INC.

AUDIT NUMBER.....H97000010403

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BM 6/30/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 25, 1997

RICARDO MARTINEZ-CID
1699 CORAL WAY, STE. 510
MIAMI, FL 33145

SUBJECT: KATZ WESTERN WEAR AND LEATHER GOODS, INC.
REF: W97000014746

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

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John Nadeau
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NOTARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF DADE) SS.:

BEFORE ME, the undersigned authority, personally appeared
OLGA KOZOLCHYK, who, after being duly sworn, deposes and states:

1. She is the sole surviving director of KATZ WESTERN WEAR AND LEATHER GOODS, INC., an administratively dissolved Florida corporation.
2. She was the sole shareholder of the corporation and served as its President and Secretary.
3. Prior to its dissolution, the corporation conveyed to Katz Western Wear and Leather Goods of Florida, Inc., in formation, all of the assets used in the operation of a business known as Katz Western Wear including the trade name "Katz Western Wear and Leather Goods."
4. Prior to its dissolution, the corporation duly authorized the immediate assumption or use of the corporate and trade by the purchaser.
5. The purpose of this affidavit is to induce the Florida Department of State Division of Corporations to approve filing Articles of Incorporation by Katz Western Wear and Leather Goods of Florida, Inc.

KATZ WESTERN WEAR AND
LEATHER GOODS, INC.

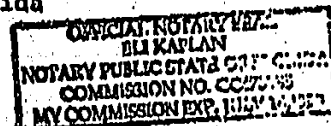
BY: Olga Kozolchuk
OLGA KOZOLCHYK

SWORN TO AND SUBSCRIBED before me, the undersigned authority by OLGA KOZOLCHYK, personally known to me to be the last President and Secretary of KATZ WESTERN WEAR AND LEATHER GOODS, INC., a dissolved Florida corporation, who acknowledged executing the foregoing affidavit freely and voluntarily under authority duly vested in her by said corporation prior to its dissolution.

WITNESS my hand and official seal in the County and State last aforesaid this 26 day of June, 1997.

E. Kaplan
NOTARY PUBLIC
State of Florida

My commission expires:



FLORIDA BAR NO. 157029 / AUDIT NUMBER: 93000010403

ARTICLES OF INCORPORATION

KATZ WESTERN WEAR AND LEATHER GOODS, INC.

Article I - Name

The name of this corporation is KATZ WESTERN WEAR AND LEATHER GOODS, INC.

Article II - Purpose

This corporation is organized to market and sell quality apparel, and for all other lawful businesses.

Article III- Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of One and No/100 (\$1.00) Dollar par value common stock.

Article IV - Preemptive Rights

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

Article V - Initial Principal, Registered Office and Agent

The principal address of the office of this corporation is 108 W. Flagler Street, Miami, Florida 33130.

The name of the initial Registered Agent of this corporation is MOHAMAD AL-HADARI of 108 W. Flagler Street, Miami, Florida 33130.

Article VI - Initial Board of Directors and Officers

This corporation shall have two (2) directors initially. The number of directors may either increase or diminish from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are MOHAMAD AL-HADARI, of 108 W. Flagler Street, Miami, Florida 33130, who will also serve as the president/secretary, and SANDRA DIAZ, of 108 W. Flagler Street, Miami, Florida 33130, who will also serve as vice-president/treasurer of the corporation.

Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33145
Telephone (305) 859-7494 / Facsimile (305) 858-2513
FLORIDA BAR NO. 157029 / AUDIT NUMBER: 93000010403

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Article VII - Incorporator

The name and address of the person signing these Articles are MOHAMAD AL-HADARI and SANDRA DIAZ, of 108 W. Flagler Street, Miami, Florida 33130.

Article VIII - Beginning of Corporate Existence

This corporation shall begin its corporate existence on the date these articles are filed with the Secretary of State.

Article IX - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

IN WITNESS WHEREOF, the undersigned incorporated has executed these Articles of Incorporated, this May 1, 1997.

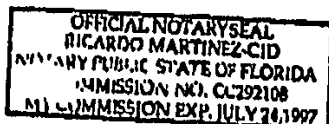

MOHAMAD AL-HADARI


SANDRA DIAZ

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, the undersigned Notary Public, personally appeared MOHAMAD AL-HADARI and SANDRA DIAZ, known to me personally and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same, and they did take an oath and presented their Florida divers' licenses as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this May 1, 1997.





/ Notary Public

State of Florida at Large

Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33145
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CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That KATZ WESTERN WEAR AND LEATHER GOODS, INC., desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Dade, has named MOHAMAD AL-HADARI, located at 108 W. Flagler Street,, Miami, Florida 33130, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of
KATZ WESTERN WEAR AND LEATHER GOODS, INC.
to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this May 1, 1997.



MOHAMAD AL-HADARI
Registered Agent

Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33145
Telephone (305) 859-7494 / Facsimile (305) 858-2513
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