107023 - VIII. ORATE INDUSTRIES, INC. Requestor's Name 890 S.W. 87 AVENUE, SUITE: 16 Address MIAMI, FLORIDA 33174 (305)552-5973 City/State/Zip Phone # LOCAL REPRESENTATIVE TALLAHASSEE Office Use Only CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): 1. BAYSIDE LEATHER GOODS, INC. (Corporation Name) (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) Pick up time 3.00 Walk in Certified Copy Mail out Photocopy Will wait Certificate of Status NEWFILINGS Profit Amendment NonProfit Resignation of R.A., Officer/Director DIVISION OF CORPORATION **Limited Liability** Change of Registered Agent 97 OCT 20 AH 10: 20 Domestication Dissolution/Withdrawal Other Merger ioniekkilina Asmual Report Foreign Fictitious Name Limited Partnership Name Reservation 900002323819--0 -10/20/97--01042--027 ****122.50 ****122.50 Reinstatement Trademark Other

K. Rollo

CR2E031(1/95)

TOT 2 0 1997

Examiner's Initials

ARTICLES OF INCORPORATION

OF:

BAYSIDE LEATHER GOODS, INC.

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

ARTICLE I - NAME

The name of this Corporation is BAYSIDE LEATHER GOODS, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this Corporation shall be: 237 NE 2ND AVENUE MIAMI, FL 33132

ARTICLE III - NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is import goods, retail store and shoe repair and any lawful business or trade permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares of common stock of a par value of One Dollar (\$1.00).

Every original incorporating stockholder upon the sale for cash, property or service or new shares or shares authorized but unissued, shall have the right to purchase his pro-rate share thereof at the price at which it is offered to others, which price, in case of par value shares may be in excess of par.

The transfer of shares may be restricted as provided for in the bylaws as adopted by stockholders or by other agreement between the parties thereto.

ARTICLE V - TIME OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 401 Brickell Avenue, Apt #2A, Miami, FL 33131 and the name of the initial registered agent of this corporation at that address is: Leonardo Ferrari

Has been made as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate.

I hereby accept the appointment as registered agent and agree to act in this capacity.

I further agree to comply with the provision of all status relating to the proper and completed performance of my duties and I'm familiar with and accept the obligation of my position as registered agent.

Leonardo Ferrari

ARTICLE VII-INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but never shall be less than one. The names and addresses of the officers and members of the first Board of

Directors are: Maria M. Rojas 1500 Bay Road, Apt 1208 Miami Beach, FL 33139

Leonardo Ferrari 401 Brickell Ave., Apt 2A Miami, FL Vice-President, Secretary President, Treasurer

ARTICLE VIII - INCORPORATION

The names and addresses of the incorporators to these articles are: Leonardo Ferrari, 401 Brickell Avenue, Apt 2A, Miami, FL Maria M. Rojas, 1500 Bay Road, Apt 1208, Miami Beach, FL

ARTICLE IX - BYLAWS

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

ARTICLE X - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them, to the Stockholders, and approved at a stockholders' meeting, unless all the Directors and all the stockholders sign a written statement manifesting their intention that certain amendments of these Articles of Incorporation be made.