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October 10th, 1997

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

RE: United Leather Industries, Inc.

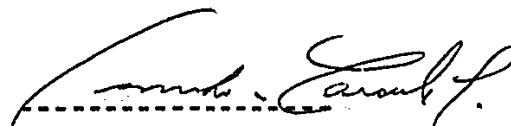
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-10/20/97-01175-014
***122.50 ***122.50

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,


Armando Carcache

United Leather Industries, Inc.

Mailing Address:
16201 NW 82nd Court
Miami, Florida 33016
(305) 819-4599

FILED
97 OCT 20 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

of
United Leather Industries, Inc.

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

United Leather Industries, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of common stock, par value \$ 1.00xx per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS		
16201 NW 82nd Court		
CITY	FLORIDA	ZIP
Miami		33016
Mailing address, if different		
STREET ADDRESS		
16201 NW 82nd Court		
CITY	FLORIDA	ZIP
Miami		33016

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	Armando Carcache	
ADDRESS	16201 NW 82nd Court	
CITY	FLORIDA	ZIP
Miami		33016

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

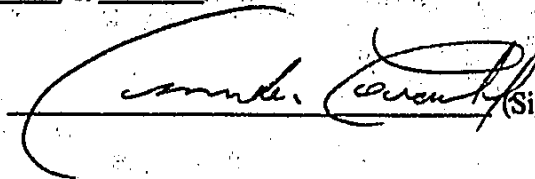
NAME	Armando Carcache		
ADDRESS	16201 NW 82nd Court		
CITY	MIAMI	STATE	FLORIDA
		ZIP	33016
NAME			
ADDRESS			
CITY		STATE	
		ZIP	
NAME			
ADDRESS			
CITY		STATE	
		ZIP	

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Armando Carcache		
ADDRESS	16201 NW 82nd Court		
CITY	MIAMI	STATE	FLORIDA
		ZIP	33016
NAME			
ADDRESS			
CITY		STATE	
		ZIP	
NAME			
ADDRESS			
CITY		STATE	
		ZIP	

The undersigned incorporator(s) have executed these Articles of Incorporation this 10th day of October, 19 97.

 (Signature)

____ (Signature)

____ (Signature)

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE**

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97 OCT 20 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

United Leather Industries, Inc.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

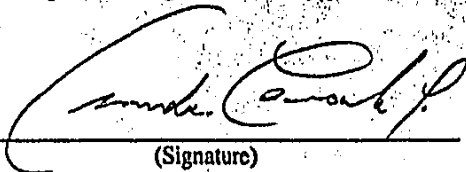
at 16201 NW 82nd Court

Miami, Florida 33016

has named Armando Carcache

located at the aforesaid address, as its registered agent to accept service of process within this state.

Having been named 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 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.


(Signature)

10-10-97

(Date)