

F980000027038

Ferdinand & Sullivan, P.A.

Attorneys at Law

100 W. Cypress Creek Road

Suite 910

Fort Lauderdale, FL 33309-2112

Jon J. Ferdinand
Karen Sullivan

Broward :954-776-5822
Fax :954-491-4911

March 18, 1998

500002463415--1
-03/20/98--01062--007
****122.50 ****122.50

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

Re: ALL LEATHER CARE, INC.
Our File No.: 98-1083

Dear Sir or Madam:


Please find enclosed the following:

1. Original plus one copy of Articles of Incorporation for ALL LEATHER CARE, INC.;
2. This firm's check payable to the Department of State in the amount of \$122.50, representing the filing fee of \$70.00 and \$52.50 for a certified copy of the same.

Please return the certified copy of the Articles of Incorporation to this office in the enclosed self-addressed, stamped envelope.

Thank you for your consideration with regards to the above matters and if you have any questions regarding same, please advise.

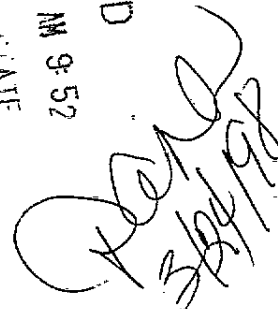
Very truly yours,


Jon Jay Ferdinand
For The Firm
JJF:dm
Encl.

(5)

cc: client (with enclosure)
98-1083\Dept.sta

FILED
98 MAR 20 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION
OF**

ALL LEATHER CARE, INC.

FILED
98 MAR 20 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ALL LEATHER CARE, INC.

The address of the principal office of the corporation shall be 2138 West 62nd Street, Hialeah, Florida 33016, and the mailing address of the corporation shall be 2138 West 62nd Street, Hialeah, Florida 33016.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 100 W. Cypress Creek Rd., Suite 910, Fort Lauderdale, Florida 33309, and the name of the initial registered agent of the corporation at that address is Ferdinand & Sullivan, P.A.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code.

ARTICLE VIII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and the affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one director, initially. The name and street address of the initial member of the Board of Directors are:

Ricky Giroux
14531 S.W. 103rd Street
Miami, Florida 33186

ARTICLE IX. OFFICERS

The names and street addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Ricky Giroux-President/Treasurer/Secretary
14531 S.W. 103rd Street
Miami, Florida 33186

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Ferdinand & Sullivan, P.A., a Florida corporation authorized to transact business in this State, having a business office at 100 W. Cypress Creek Road, Suite 910, Fort Lauderdale, Florida 33309, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Sections 607.0501 and 607.0505, Florida Statutes.

FERDINAND & SULLIVAN, P.A.

By: 
JOHN JAY FERDINAND, Vice President

98-1083\articles.1


FILED
98 MAR 20 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these
Articles of Incorporation is:

Ricky Giroux
14531 S.W. 103rd Street
Miami, Florida 33186

IN WITNESS WHEREOF, I have hereunto set my hand and seal on
this 18th day of March, 1998.


RICKY GIROUX