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Williams & Holz
 Requestor's Name
1407 Piedmont Dr. East
 Address
Tallahassee FL 32312
 City/State/Zip (850) 224-4510
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
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 TALLAHASSEE, FLORIDA

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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 DIVISION OF CORPORATIONS
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Call when Ready

T. SMITH SEP 09 1998

Examiner's Initials	
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**ARTICLES OF INCORPORATION
OF
FUR REAL, INC.**

The undersigned natural person, of legal age, acting as Incorporator under the provisions of Chapter 607, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I

Name and Address of Corporation

The name of this Corporation shall be **Fur Real, Inc.**, and its principal office and mailing address shall be 2292 Hampshire Way, Tallahassee, Florida 32308.

ARTICLE II

Purposes

This Corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III

Stock Clause

The aggregate number of shares of stock which this Corporation shall have authority to issue shall be Ten Thousand (10,000) shares of common stock, all of one class at One and No/100 Dollars (\$1.00) par value per share.

ARTICLE IV

Duration

The Corporation shall have perpetual existence.

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ARTICLE V

Initial Registered Office and Agent

The address of this Corporation's initial registered office is 2292 Hampshire Way, Tallahassee, Florida 32308 and the name of its initial registered agent at said address is Christopher Bruce Morris.

ARTICLE VI

Incorporator

The names and addresses of the Incorporator is as follows:

<u>Name</u>	<u>Address</u>
Christopher Bruce Morris	2292 Hampshire Way Tallahassee, FL 32308

ARTICLE VII

Board of Directors

The business of the Corporation shall be managed initially by a board of one (1) directors. The number of directors may be, as provided in the By-Laws, increased, but shall never be less than one (1) director. The name and address of the director constituting the initial board is:

<u>Name</u>	<u>Address</u>
Christopher Bruce Morris	2292 Hampshire Way Tallahassee, Florida 32308

ARTICLE VIII

Preemptive Rights

Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of the class, kind or series of stock in this Corporation which he presently owns that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in and ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise

it an pay for the shares preempted within thirty (30) days of receipt of a notice in writing from this corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to this Corporation within thirty (30) days of receipt of notice from this Corporation.

ARTICLE IX

Effective Date

The date that corporate existence shall begin shall be upon filing by the Secretary of State. This election is pursuant to Section 607.0123, Florida Statutes.

ARTICLE X

Fiscal Year

The accounting period which this Corporation intends to establish as its first fiscal year for federal and state purposes shall be the fiscal year ending on the last day of December, 1996.

ARTICLE XI

By-Laws

By-Laws of this Corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders except as otherwise provided in the By-Laws.

IN WITNESS WHEREOF, the undersigned, being the sole Incorporator of this Corporation, executes these Articles of Incorporation and certifies to the truth of the facts herein stated in the State of Florida, this 9th day of September, 1998.

Chris Morris
Incorporator

State of Florida
County of Leon

The foregoing Articles of Incorporation of Cherry A. Leary, Inc., was acknowledged before me this 9th day of September, 1998, by Christopher Morris.

[Signature]
Notary Public



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

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is Fur Real, Inc.
2. The name and address of the registered agent and office is:

Christopher Bruce Morris
2292 Hampshire Way
Tallahassee, Florida 32308

Chris Morris
Signature (Corporate Officer)

Pres.
Title

9.9.98
Date

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 OF 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.

Chris Morris
Signature

9.9.98
Date

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TALLAHASSEE, FLORIDA

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