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JOHN R. FOLTZ
ATTORNEY AT LAW
POST OFFICE BOX 60358
SAINT PETERSBURG, FLORIDA 33784

FILED

JAN -7 PM 12:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AREA CODE 813
527-4111

January 5, 1998

The Honorable Katherine Harris
Secretary of State
The Capitol
Tallahassee, Florida 32399 0250

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-01/07/98--01051--001
****122.50 *****78.75

Attention: Corporation Division-New Corporations

Dear Madam:

Enclosed please find the original of articles of incorporation for the new corporation titled:

Leathers Builders, Inc.

Also attached to the articles of incorporation is the certificate and registration of the resident agent.

Please issue Certificate of Incorporation and furnish this office with certified copy of the Certificate of Incorporation and Articles of Incorporation and Registered Agent.

Enclosed is check in the sume of \$122.50 for the registration and copies requested.

Thank you for your courtesies extended.

Very truly yours,

John R. Foltz
JOHN R. FOLTZ

JRF:ms
Encls.

AUTHORIZATION BY PHONE
DATE
12/14/97
file in Jan 1998
per Mr. Foltz
OK

P. Hall

JAN - 8 1998

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ARTICLES OF INCORPORATION
OF
LEATHERS BUILDERS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, EACH A NATURAL PERSON COMPETENT TO CONTRACT, HEREBY ADOPT AND SUBSCRIBE THESE ARTICLES OF INCORPORATION TO FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I. NAME

The name of this corporation is LEATHERS BUILDERS, INC.

ARTICLE II. NATURE OF BUSINESS

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

ARTICLE III. INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than Five Hundred Dollars.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is Five Hundred Shares of Common Stock having a par value of one dollar per share.

ARTICLE V. DURATION

The duration of this corporation shall be perpetual. Corporate existence shall begin at the date of the subscription and acknowledgment hereof, provided that all of the requirements of law are met.

ARTICLE VI. REGISTERED OFFICE AND REGISTERED AGENT

The initial street address in the State of Florida of the principal office of this corporation is:

4733 Forty-Sixth Avenue North
St. Petersburg, Florida 33714

The Board of Directors may from time to time move the office

to any other place in the State of Florida. The initial registered agent at the official address is JEFFREY A. LEATHERS.

ARTICLE VII. DIRECTORS

The number of directors which this corporation shall have shall never be less than the minimum number required by law nor more than four. The number of directors may be increased or decreased as provided by the By-Laws from time to time.

ARTICLE VIII. INITIAL DIRECTORS

The names and addresses of the members of the first board of directors of this corporation are:

NAME	ADDRESS
RONALD D. LEATHERS, SR	4733 46TH Avenue North St. Petersburg, FL 33714
JEFFREY A. LEATHERS	4733 46TH Avenue North St. Petersburg, FL 33714
RONALD D. LEATHERS, JR	4733 46th Avenue North St. Petersburg, FL 33714
PAUL A. LEATHERS	4733 46th Avenue North St. Petersburg, FL 33714

ARTICLE IX. OFFICERS

The corporation shall have the following officers: a President, a Secretary and a Treasurer and such other officers and vice presidents as may be appointed by the Board of Directors or provided for in the By-Laws from time to time.

ARTICLE X. SUBSCRIBERS

The names and street addresses of the subscribers to these Articles of Incorporation are:

NAME	ADDRESS
RONALD D. LEATHERS, SR	4733 46TH Avenue North St. Petersburg, FL 33714
JEFFREY A. LEATHERS	4733 46TH Avenue North St. Petersburg, FL 33714
RONALD D. LEATHERS, JR	4733 46TH Avenue North St. Petersburg, FL 33714

PAUL A. LEATHERS

4733 46TH Avenue North
St. Petersburg, FL 33714

ARTICLE XI. POWERS

This Corporation shall have all powers conferred upon it by law. Nothing in these Articles of Incorporation shall be construed to limit, impair or restrict such powers.

ARTICLE XII. AMENDMENT

These Articles of Incorporation may be amended as follows: (A) The proposed amendment shall be approved by the Board of Directors, proposed by it to the stockholders and approved by the stockholders at a meeting by a majority of the stock entitled to vote thereon; (B) by a written statement signed by all of the Directors and stockholders manifesting their intention that a certain amendment be made; (C) by any other method permitted by law.

SIGNED AND EXECUTED this day of December, 1998 at
St. Petersburg, Pinellas County, Florida.

Ronald D. Leathers Sr.
RONALD D. LEATHERS, SR.

Jeffrey A. Leathers
JEFFREY A. LEATHERS

Ronald D. Leathers Jr.
RONALD D. LEATHERS, JR.

Paul A. Leathers
PAUL A. LEATHERS

State of Florida)

ACKNOWLEDGMENT

County of Pinellas)

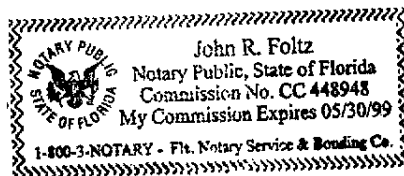
The forgoing instrument was acknowledged before me
this day of December, 1998, by

Ronald D. Leathers, Sr.
Jeffrey A. Leathers
Ronlad D. Leathers, Jr.
Paul A. Leathers

All of the individuals acknowledging the instrument
are personally known to me to be the individuals who appear as
signatories on the document.


NOTARY PUBLIC

My Commission Expires:



CERTIFICATE

DESIGNATING PLACE OF BUSINESS OR DOMICILE OF CORPORATION
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED

JAN -7 PM 12:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SECTION
48.091, SECTION 607.0501, FLORIDA STATUTES.

LEATHERS BUILDERS, INC.

(AND THE UNDERSIGNED SUBSCRIBERS TO THE ARTICLES OF
INCORPORATION) DESIRING TO ORGANIZE AND INCORPORATE UNDER THE
LAWS OF THE STATE OF FLORIDA WITH THE PRINCIPAL OFFICE OF SAID
CORPORATION, AS INDICATED IN ITS ARTICLES OF INCORPORATION, IN
THE CITY OF ST. PETERSBURG, COUNTY OF PINELLAS, STATE OF
FLORIDA, HAS NAMED:

JEFFREY A. LEATHERS

located at:

4733 46th Avenue North
St. Petersburg, Florida 33714

IN THE COUNTY OF PINELLAS, STATE OF FLORIDA, AS THE RESIDENT
AGENT OF SAID CORPORATION TO ACCEPT SERVICE OF PROCESS IN THE
STATE OF FLORIDA.

THE UNDERSIGNED CONSTITUTE ALL OF THE SUBSCRIBERS TO THE
ARTICLES OF INCORPORATION OF THE ABOVE NAMED CORPORATION.

Ronald D. Leathers Sr.
RONALD D. LEATHERS, SR

Jeffrey A. Leathers
JEFFREY A. LEATHERS

Ronald D. Leathers Jr.
RONALD D. LEATHERS, JR.

Paul A. Leathers
PAUL A. LEATHERS

ACKNOWLEDGMENT AND ACCEPTANCE
BY RESIDENT AGENT

Having been named to accept service of process for the
above named corporation at the place designated in this
certificate, I hereby accept the obligation and responsibility to
act in this capacity and I agree to comply with the provisions of
the above cited statute relative to keeping said office open.

Jeffrey A. Leathers
JEFFREY A. LEATHERS
RESIDENT AGENT