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June 18, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: S & M Leather & Bike Accessories, Inc.

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-06/21/99--01096--003
****122.50 *****78.75

Dear Sir/Madam:

Please find enclosed two original copies of the executed Articles of Incorporation for the above-referenced corporation. Please endorse your approval of the Articles on the duplicate original provided herein, and return same in the self-addressed stamped envelope enclosed for your convenience.

Additionally, I have enclosed our firm check in the amount of \$122.50 to cover the Registered Agent fee, the filing fee and the fee for a certified copy of the Articles.

If you find any problems with the enclosed documents or require additional information, please contact the undersigned by telephone rather than returning any documents.

Sincerely,

Lori Hedstrom
Paralegal

/lah
Enclosures

FILED
1999 JUN 21 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUN 24 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

S & M LEATHER & BIKE ACCESSORIES, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of this corporation is **S & M LEATHER & BIKE ACCESSORIES, INC.**

ARTICLE II. DURATION

The corporation shall exist perpetually, commencing on the date of the filing of these Articles.

ARTICLE III. PRINCIPAL PLACE OF BUSINESS

The principal place of business for this corporation will be 5024 14th Street W., #A, Bradenton, Florida 34207.

ARTICLE IV. PURPOSE

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

ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) common shares of One Dollar (\$1.00) par value stock.

ARTICLE VI. REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are as follows: Lori Hedstrom, 10209B Gulf Boulevard, Treasure Island, Florida 33706.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one

(1). The name and address of the initial director of this corporation are:

Richard E. Booth, Sr.
5024 14th Street W., #A
Bradenton, Florida 34207

ARTICLE VIII. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Richard E. Booth, Sr., 5024 14th Street W., #A, Bradenton, Florida 34207.

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer, or any former officer, to the full extent permitted by law.

ARTICLE X. AMENDMENT

This corporation reserves the right of amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI. BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the Shareholders.

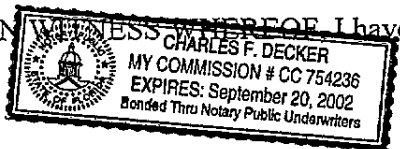
IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation on this 18th day of June, 1999.

Sign: Richard E. Booth, Sr.
Richard E. Booth, Sr., Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, a Notary Public authorized to take acknowledgments in Pinellas County, Florida, personally appeared Richard E. Booth, Sr., personally known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 18th day of June, 1999.



Charles F. Decker
NOTARY PUBLIC
My Commission Number:
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

I HEREBY AGREE as Registered Agent, to accept service of process for the above-named corporation, and to comply with the applicable provisions of Florida law relative to office hours and the posting of Registered Agent names.

Sign: Lori Hedstrom
Lori Hedstrom, Registered Agent

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TALLAHASSEE, FLORIDA