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LAW OFFICE OF
RUDOLPH M. DI LASCIO, JR., P.A.

5798 Johnson Street
Hollywood, Florida 33021

Tel: (954) 966-7466
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August 23, 1999

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

300002969623--1
-08/25/99--01046--016
***122.50 ***78.75

Re: New Corporation
LEATHER 4 ALL, INC.

Gentlemen:

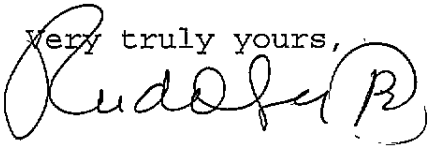
I have enclosed the following items regarding the filing of a new corporation:

1. Original and one copy of the Articles of Incorporation for the above referenced corporation.
2. Check in the amount of \$122.50 made payable to the Secretary of State representing the filing fee, minimum taxes and the cost of one certified copy.

Please file accordingly and forward the certified copy to my office.

Thank you for your courtesy and cooperation in this matter.

Very truly yours,



Rudolph M. Di Lascio, Jr.

RMD/sb
Enclosures

FILED
99 AUG 25 AM 8:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA



ARTICLES OF INCORPORATION

OF

LEATHER 4 ALL, INC.

FILED
99 AUG 25 AM 8:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be LEATHER 4 ALL, INC. and the principal place of business of this corporation shall be 2882 N.E. 24TH Court, Fort Lauderdale, Florida 33305.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage in or transact 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 500 shares of common stock having a \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Corporation shall be: 2882 N.E 24th Court, Fort Lauderdale, Florida 33305, and the name of the initial Registered Agent of the Corporation at that address is: DONNA MONTENEGRO.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

This Corporation shall have between one (1) and three (3) Directors. The names and street addresses of the initial members of the Board of Directors are:

DONNA MONTENEGRO
2882 N.E. 24th Court
Fort Lauderdale, Florida 33305

ARTICLE VIII. OFFICERS

The names and 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:

DONNA MONTENEGRO	2882 N.E. 24 th Court
President/Secretary/Treasurer	Fort Lauderdale, Florida 33305

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders meeting requiring a unanimous vote, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intentions that a certain amending of these Articles of Incorporation be made.

ARTICLE X. SUBCHAPTER S

The Corporation is authorized to issue only one (1) class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to (i) natural persons, (ii) estates, or (iii) a trust defined in Section 1361(c)(2)

(or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien.

ARTICLE XI. SUBSCRIBER

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

DONNA MONTENEGRO
2882 N.E. 24th Court
Fort Lauderdale, Florida 33305

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation has hereunto set her hand and seal on this 16 day of August, 1999.

Donna Montenegro D.S.
DONNA MONTENEGRO

STATE OF FLORIDA

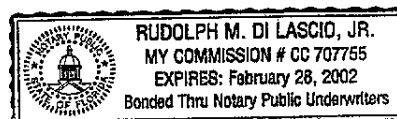
SS:

COUNTY OF BROWARD

BEFORE ME, the undersigned, personally appeared DONNA MONTENEGRO known to be the person described in and who executed the foregoing Articles of Incorporation, who after being duly sworn under oath, acknowledged before me that she executed same for the purpose therein expressed and produced Florida Drivers License as photo identification, and who executed the foregoing instrument.

WITNESS my hand and official seal in the State and County aforesaid, this 16 day of August, 1999.

Rudolph M. Di Lascio, Jr.
NOTARY PUBLIC STATE OF FLORIDA
Print Name RUDOLPH M. DI LASCIO, JR.
My Commission Expires:



FILED
99 AUG 25 AM 8:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT

I, DONNA MONTENEGRO, having been named the statutory agent of LEATHER 4 ALL, INC. does hereby accept designation as Registered Agent, and agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the registered office open.

DATED this 16 day of August, 1999.


DONNA MONTENEGRO