

**ARTICLES OF ORGANIZATION
BULLPEN LEATHERS, L.L.C.**

The undersigned natural persons of lawful age, for the purpose of forming a limited liability company for the purposes stated below, under the laws of the State of Alabama, adapt the following Articles of Organization:

ARTICLE ONE

The name of the limited liability company is Bullpen Leathers, L.L.C. and is located at 4079 Helena Road, Helena, Alabama, 35080.

ARTICLE TWO

This Limited Liability Company shall exist perpetually until a member gives thirty days (30) certified return receipt requested notice by United States mail to the registered agent of dissociation from the company; provided, however, that in the event of such dissociation, the company may continue to exist with the consent of the majority of the members after the withdrawal of the dissociating member. Further, the company may also be dissolved by the Circuit Court of the County of organization upon application whenever it is shown that it is not reasonably practicable to carry on the business of the company in conformity with its articles of organization or operating agreement.

ARTICLE THREE

The Limited Liability Company is formed and organized under the laws and State of Alabama to operate as a retail sales store, and is organized primarily for merchandise sales purposes.

ARTICLE FOUR

The name of the initial registered agent is Ollie A. Knighten and the registered office mailing address is 172 Paradise Lake Road, Hoover, Alabama 35124.

ARTICLE FIVE

The names and mailing addresses of the initial members of Bullpen Leathers, L.L.C. are Theodore James Lisenba, 1813 Indian Hills Road, Pelham, Alabama 35124 and Amy K. Lisenba, 1813 Indian Hills Road, Pelham, Alabama 35124.

ARTICLE SIX

The members of Bullpen Leathers, L.L.C. may admit new members only with the written consent of all members. Likewise, the assignee of an interest in the Company may become a member only with the unanimous consent of the other members.

ARTICLE SEVEN

As stated in Article Two, supra, a majority of the remaining members of the Company may continue the business after an event of dissociation terminates the continued membership of the dissociating member.

ARTICLE EIGHT

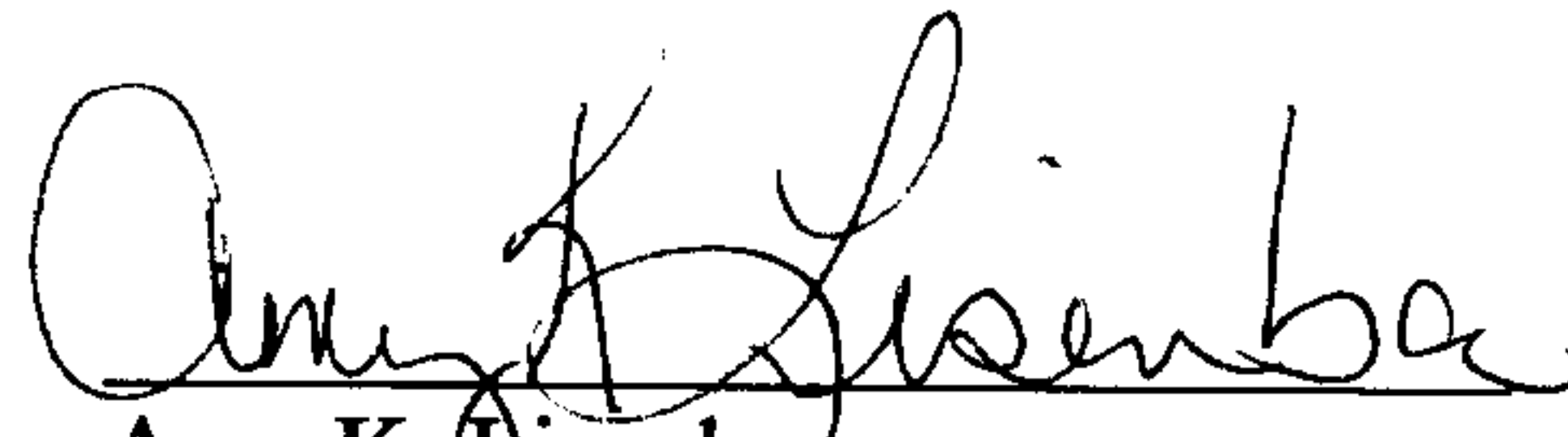
The affairs of Bullpen Leathers, L.L.C. shall be conducted by the undersigned members identified in Article Five, supra. The member's state that Theodore James Lisenba whose address is 1813 Indian Hills Road, Pelham, Alabama 35124 shall manage the Company until his successor is elected by unanimous decision of all the members.

ARTICLE NINE

Bullpen Leathers, L.L.C. shall have all the powers set forth under Section 10-12-1 in the 1975 Code of Alabama, as amended, and under other pertinent provisions of the Limited Liability Company Act.



Theodore James Lisenba
1813 Indian Hills Road,
Pelham, Alabama 35124



Amy K. Lisenba
1813 Indian Hills Road,
Pelham, Alabama 35124

STATE OF ALABAMA)
JEFFERSON COUNTY)

Personally appeared before me, the undersigned authority, a Notary Public in and for said County and State, Theodore James Lisenba, Amy K. Lisenba, who are known to me and who, being by me first duly sworn, deposes and says that they have read the foregoing application, that the statements contained therein are true and correct, and that they execute said application voluntarily and of their own free will.

Witness my hand this 4th day of Nov., 2003.


NOTARY PUBLIC