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REBECCA L. BARTELS
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682713

July 30, 1999

VIA FEDERAL EXPRESS

Secretary of State
State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

600002947676--3
-08/02/99-01109-025
*****78.75 *****78.75

Re: Articles of Merger

Dear Sir or Madam:

Enclosed for filing are duplicate originals of Articles of Merger of Rally Holdings, Inc. into Rally Accessories, Inc., along with our Firm's check in the amount of \$78.75, representing the filing fee and certified copy fee. Please return one certified copy of the Articles of Merger to the undersigned by using the enclosed Federal Express return envelope.

Please do not hesitate to call if you have any questions. Thank you for your assistance.

Merger
8-9-99
RAS

Very truly yours,

Rebecca L. Bartels
Legal Assistant

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 AUG -2 PM 12:48

FILED

rlb
Enclosures

cc: Morris K. Withers, Esq.

ARTICLES OF MERGER
Merger Sheet

MERGING:

RALLY HOLDINGS, INC., a non-qualified Delaware corporation

INTO

RALLY ACCESSORIES, INC. which changed its name to

RALLY MANUFACTURING, INC., a Florida corporation, 682713

File date: August 2, 1999

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER
OF
RALLY HOLDINGS, INC.
INTO
RALLY ACCESSORIES, INC.

FILED
99 AUG -2 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO SECTION 607.1105 OF THE FLORIDA GENERAL CORPORATION ACT, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF MERGER:

FIRST: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Rally Accessories, Inc.	Florida

SECOND: The name and jurisdiction of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Rally Holdings, Inc.	Delaware

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State and the Certificate of Ownership and Merger is filed with the Secretary of State of Delaware.

FIFTH: The Plan of Merger was adopted by the unanimous consent board of directors and sole shareholder of Rally Accessories, Inc. on the 28 day of July, 1999.

SIXTH: The Plan of Merger was adopted by the board of directors of Rally Holdings, Inc. on the 28 day of July, 1999 and shareholder approval was not required.

SEVENTH: The articles of incorporation and bylaws of Rally Accessories, Inc. shall be the articles of incorporation and bylaws of the surviving

corporation and pursuant to the Plan of Merger the articles of incorporation of Rally Accessories, Inc. shall be amended as follows:

"FIRST: The name of the corporation shall be
RALLY MANUFACTURING, INC."

Signed this 28 day of July, 1999.

RALLY ACCESSORIES, INC.

By: Thomas Kruszewski
Thomas Kruszewski
Vice President-Finance

ATTEST:

Marc Iacovelli
Marc Iacovelli, Secretary

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 28 day of July, 1999, by Thomas Kruszewski, Vice President President-Finance of Rally Accessories, Inc., and Marc Iacovelli, Secretary of Rally Accessories, Inc., on behalf of the corporation.

Nancy Hatton
Notary Public

My commission expires:

1-2-03



Nancy Hatton
MY COMMISSION # CC796498 EXPIRES
January 2, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

PLAN OF MERGER

(RALLY ACCESSORIES, INC. AND RALLY HOLDINGS, INC.)

THIS PLAN OF MERGER is adopted by Rally Holdings, Inc., a Delaware corporation and Rally Accessories, Inc., a Florida corporation.

WHEREAS, Rally Holdings, Inc. is the sole shareholder of Rally Accessories, Inc., a Florida corporation; and

WHEREAS, the Board of Directors of Rally Holdings, Inc. and Rally Accessories, Inc. deems it to be in the best interests of its stockholders to merge Rally Holdings, Inc. into its wholly-owned subsidiary, Rally Accessories, Inc., pursuant to the provisions of the General Corporation Law of the State of Delaware and the Florida General Corporation Act; and

WHEREAS, under the applicable laws of Delaware and Florida, a stockholder vote in a parent-subsidary merger is not required; and

WHEREAS, dissenting shareholder rights under Florida law do not apply where unanimous shareholder consent is received.

NOW, THEREFORE, Rally Holdings, Inc. is hereby merged with and into Rally Accessories, Inc. upon the terms and conditions contained in this Plan of Merger.

ARTICLE I

Rally Holdings, Inc. shall be merged into Rally Accessories, Inc. in accordance with the provisions of the laws of the States of Delaware and Florida.

ARTICLE II

On the effective date of the merger contemplated herein, in accordance with and as provided in this Plan of Merger and applicable law:

1. Rally Holdings, Inc. shall be merged with and into Rally Accessories, Inc. and the separate existence of Rally Holdings, Inc. shall cease and Rally Accessories, Inc. shall be the surviving corporation of said merger existing under the laws of the State of Florida.

2. All property, real, personal and mixed, all accounts receivable, all causes of action, and all other assets or interests of any description of or belonging to or due to Rally Holdings, Inc. shall be deemed to be transferred and vested in Rally Accessories, Inc. without further act or deed; and the title to any real estate, or any interest therein, vested in Rally Holdings, Inc. shall not revert or be in any way impaired by such merger.

3. Rally Accessories, Inc. shall be responsible and liable for all of the liabilities and obligations of Rally Holdings, Inc. and all debts, liabilities and duties of Rally Holdings, Inc.

shall attach to Rally Accessories, Inc. and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred and/or contracted by it; a claim existing or action or proceeding pending by or against Rally Holdings, Inc. may be prosecuted as if the merger had not taken place, or Rally Accessories, Inc. may be substituted in the place of Rally Holdings, Inc.; and the rights of creditors and any lien upon property of Rally Holdings, Inc. shall not be impaired by the merger.

4. All corporate acts, plans, policies, agreements, arrangements, approvals and authorizations of Rally Holdings, Inc., its directors, officers and agents, which were valid and effective immediately prior to the effective date of the merger shall be taken for all purposes as the acts, plans, policies, agreements, arrangements, approvals and authorizations of Rally Accessories, Inc. and shall be as effective and binding thereon as the same were with respect to Rally Accessories, Inc. The employees and agents of Rally Holdings, Inc. shall become the employees and agents of Rally Accessories, Inc. and continue to be entitled to the same rights and benefits which they enjoyed as employees and agents of Rally Holdings, Inc..

5. The Bylaws of Rally Accessories, Inc., as existing and constituted on the effective date of the merger, shall be and constitute the Bylaws of the surviving corporation until the same are altered, amended or repealed.

6. The directors of Rally Accessories, Inc. on the effective date of the merger shall be and constitute the directors of the surviving corporation until their successors are elected in accordance with the General Corporation Law of the State of Florida and the provisions of the Bylaws of Rally Accessories, Inc..

7. The officers of Rally Accessories, Inc. in office on the effective date of the merger shall be and constitute the officers of surviving corporation until their successors are elected or they are removed from office by the Board of Directors of Rally Accessories, Inc., in accordance with the General Corporation Law of the State of Florida and the provisions of the Bylaws of Rally Accessories, Inc.

ARTICLE III

From and after the effective date of the merger, and until further amended as provided by the General Corporation Law of the State of Florida, the Articles of Incorporation of Rally Accessories, Inc. shall constitute the Articles of Incorporation of the surviving corporation, except that Article FIRST thereof shall be amended as follows:

“FIRST: The name of the corporation is

RALLY MANUFACTURING, INC.”

ARTICLE IV

On the effective date of the merger, each of the issued and outstanding shares of common stock of Rally Holdings, Inc. shall thereupon, and without the surrender of stock certificates or any other action, be canceled. Each share of issued and outstanding common stock of Rally Holdings, Inc. shall by operation of law be converted into one share of common stock of Rally Accessories, Inc. and certificates representing said shares shall be issued to the record holder of shares of Rally Holdings, Inc. upon the surrender of any certificates therefore.

ARTICLE VI

This Plan of Merger was adopted by the unanimous consent of the directors and the sole shareholder of Rally Accessories, Inc. on the 28 day of July, 1999, and was adopted by the unanimous consent of the directors of Rally Holdings, Inc. on the 28 day of July, 1999.

ARTICLE VII

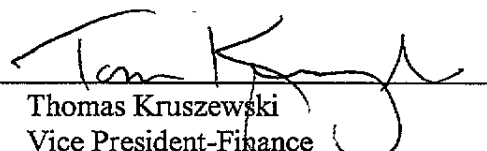
Anything herein to the contrary notwithstanding, this Plan of Merger may be amended, abandoned or postponed by the Boards of Directors of Rally Holdings, Inc. and Rally Accessories, Inc.

ARTICLE VIII

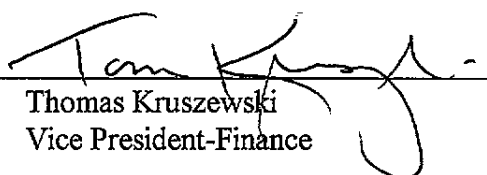
The effective date of the merger shall be July 28, 1999.

IN WITNESS WHEREOF, Rally Holdings, Inc., pursuant to the authority duly granted by resolutions adopted by its Board of Directors, and Rally Accessories, Inc., pursuant to the authority duly granted by resolutions adopted by its Board of Directors and sole shareholder, have caused this Plan of Merger to be executed.

RALLY HOLDINGS, INC.

By: 
Thomas Kruszewski
Vice President-Finance

RALLY ACCESSORIES, INC.

By: 
Thomas Kruszewski
Vice President-Finance