

FROM:

F050000000210

(WEB 2. 2005 16:16:37 333 272 1)

Florida Department of State
Division of Corporations
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(((H05000028271 3)))

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Account Name : FOLEY & LARDNER OF TAMPA
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RECEIVED

05 FEB -2 PM 4:18

DIVISION OF CORPORATIONS

BASIC AMENDMENT
SARGENT AVBORNE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 FEB -2 PM 4:50

FILED

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FROM

(WED) 2. 2'05 16:14/ST. 16:13/NO. 4863333272 P 2

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SARGENT AVBORNE, INC.

(Name of corporation)

DOCUMENT NUMBER: F05000000210

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

CAROLYN T. LONG, ESQUIRE

(Name of person)

FOLEY & LARDNER LLP

(Name of firm/company)

100 N. Tampa Street, Suite 2700

(Address)

Tampa, Florida 33601-3391

(City/state and zip code)

For further information concerning this matter, please call:

Margo T. Valenti, Paralegal

(Name of person)

at (813) 225-4110

(Area code & daytime telephone number)

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
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\$43.75 Filing Fee &
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\$52.50 Filing Fee,
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Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Carolyn T. Long, Esquire
Florida Bar # 0050032
Foley & Lardner
100 N. Tampa Street, Suite 2700
Tampa, Florida 33602
Phone 813-229-2300

(((H05000028271 3)))

FROM

(WED) 2. 2'05 16:15/ST. 16:13/NO. 4863333272, P 3

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F05000000210

(Document number of corporation (if known))

1. SARGENT AVBORNE, INC.

(Name of corporation as it appears on the records of the Department of State)

2. DELAWARE

(Incorporated under laws of)

3. JANUARY 12, 2005

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? JANUARY 19, 2005

5. AVBORNE ACCESSORY GROUP, INC.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

SEE ATTACHED CONSENT TO USE OF NAME

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

N/A

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A

(New jurisdiction)

Carolyn T. Long

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Carolyn T. Long

(Typed or printed name of person signing)

2/2/05

(Date)

Assistant Secretary

(Title of person signing)

((H05000028271 3)))

05 FEB -2 PM 4:50
DEPARTMENT OF STATE
TREASURY OF FLORIDA

FROM .

(WED) 2. 2'05 16:15/ST. 16:13/NO. 4863333272 P 4

Delaware

PAGE 1

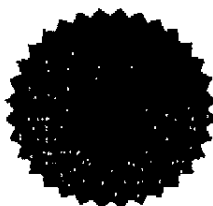
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "SARGENT AVBORNE, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "AVBORNE ACCESSORY GROUP, INC.", THE NINETEENTH DAY OF JANUARY, A.D. 2005, AT 4:24 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

3896485 8320

050045706



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3636479

DATE: 01-24-05

((H05000028271 3)))

FROM

(WED) 2. 2'05 16:15/ST. 16:13/NO. 4863333272 P 5

**AAG LIQUIDATION, INC. f/k/a
AVBORNE ACCESSORY GROUP, INC.
CONSENT TO USE OF NAME**

TO: State of Florida
Secretary of State

Re: Avborne Accessory Group, Inc. (the "Delaware Corporation")

Sir/Madam:

Please be advised that the undersigned, Avborne Accessory Group, Inc., a Florida corporation, Document Number J69121, hereby consents to the use of the name "Avborne Accessory Group, Inc." by the Delaware Corporation, for all purposes in the State of Florida, effective as of the date hereof.

Dated: January 31, 2005

AAG LIQUIDATION, INC. f/k/a
AVBORNE ACCESSORY GROUP, INC.
a Florida corporation

By:

Name:

Title:

James Martin

Chief Financial Officer