



THE UNITED STATES  
CORPORATION  
COMPANY

J69121

FILED  
99 MAR -3 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 154927 4303929

AUTHORIZATION : Patricia Pizub

COST LIMIT : \$ 43.75

ORDER DATE : March 3, 1999

ORDER TIME : 10:47 AM

ORDER NO. : 154927-010

CUSTOMER NO: 4303929

CUSTOMER: Michael W. Hein, Esq  
Greenberg Traurig  
1221 Brickell Avenue  
20th Floor  
Miami, FL 33131

Restated  
Articles

900002793119--6

DOMESTIC AMENDMENT FILING

NAME: AVBORNE ACCESSORY GROUP, INC.

~~File and~~

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

RECEIVED  
99 MAR -3 AM 11:21  
DIVISION OF CORPORATION

DJR  
3/13/99

RESTATED  
ARTICLES OF INCORPORATION  
OF  
AVBORNE ACCESSORY GROUP, INC.

FILED  
99 MAR -3 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is AVBORNE ACCESSORY GROUP, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 2665 South Bayshore Drive, Suite 800, Miami, Florida 33133.

ARTICLE III

The Corporation is authorized to issue an aggregate total of Five Hundred (500) shares, all of which shall be designated Common Stock, of no par value .

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or

(2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's registered office in the State of Florida is c/o Trivest, Inc., 2665 South Bayshore Drive, Suite 800, City of Miami, County of Miami-Dade, State of Florida 33133, and the name of its registered agent at such office is Peter W. Klein, Esq..

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.

ARTICLE VII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Assistant Secretary of the Corporation, has signed these Restated Articles of Incorporation this 3rd day of March, 1999.

  
Marilyn D. Kuffner, Assistant Secretary

**CERTIFICATE  
RE  
RESTATED  
ARTICLES OF INCORPORATION  
OF  
AVBORNE ACCESSORY GROUP, INC.**

Avborne Accessory Group, Inc., a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act for the purpose of filing its Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The name of the Corporation is Avborne Accessory Group, Inc.
2. The Corporation's Restated Articles of Incorporation attached hereto (the "Restated Articles") do not contain any amendments to the Corporation's Articles of Incorporation that require shareholder approval, and the Restated Articles were unanimously adopted and approved effective as of March 2, 1999 by the Corporation's Board of Directors.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of March 3, 1999.

AVBORNE ACCESSORY GROUP, INC.

By: \_\_\_\_\_

Marilyn D. Kuffner  
Assistant Secretary