



THE UNITED STATES
CORPORATION
COMPANY

M98000000429

ACCOUNT NO. : 072100000032

REFERENCE : 795509 4369033

AUTHORIZATION :

COST LIMIT :

Patricia Pizutti

ORDER DATE : April 24, 1998

285.00

ORDER TIME : 1:30 PM

ORDER NO. : 795509-015

CUSTOMER NO: 4369033

CUSTOMER: Stephen Delman, Esq
Stephen B. Delman, Esq.
505 8th Avenue/suite 300

New York, NY 10018

000002505690--4

FOREIGN FILINGS

NAME: ULTIMA TRIM, L.L.C.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 APR 29 PM 3:35

(5)

RECEIVED
98 APR 29 PM 2:34
DIVISION OF CORPORATION

B/K
4/29/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 29 PM 3:35
TING IS
ANSACT

1. Ultima Trim, LLC

2. Delaware

3. Application Pending

(FBI number, if applicable)

4. April 24, 1998

5. Perpetual

6. Expect to commence business on April 29, 1998

7. 2520 North Powerline Road, Suite 305

Pompano Beach, FL 33069

UT Management, Inc. MGR

2520 North Powerline Rd.

Suite 305

Pompano Beach, FL 33069

No. 2994 P. 2/8

Mez. 5. 1998 12:58PM

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 29 PM 3:35

The undersigned member or authorized representative of a member of _____

Ultima Trim, LLC

deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 1,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ -0-. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 1,000. This total includes amounts from 2 and 3 above.

UT MANAGEMENT, INC.

By: Stephen B. Delman, Secretary

Signature of a member or authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Filing Fee: \$ 52.50 for Affidavit

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 29 PM 3:35

1. The name of the limited liability company is: Ultima Trim, LLC

2. The name and address of the registered agent and office is:

Corporation Service Company

(Name)

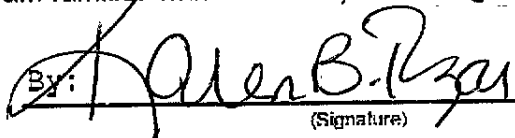
1201 Hays Street

(P.O. Box not acceptable)

Tallahassee, Florida 32301

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: 
(Signature)

April 28, 1998
(Date)

State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ULTIMA TRIM, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF APRIL, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 29 PM 3:35

2888541 8300

981162565



9051433
04-28-98
Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: