

PO2000101787

KENNETH D. COOPER

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September 11, 2002

DEPT OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE, FL. 32314

RE: NEW CORPORATION FOR HOLLYWOOD CYCLE ACCESSORIES, INC.


ENCLOSED ARE THE FOLLOWING:

900007845479--1
-09/19/02--01038--016
*****78.75 *****78.75

1. ARTICLES OF INCORPORATION
2. CHECK MADE PAYABLE TO THE SECRETARY OF STATE FOR THE FILING FEE, DESIGNATION OF REGISTERED AGENT AND CERTIFIED COPY OF ARTICLE; IN THE AMOUNT OF \$78.75 AS OF 2002;
3. THE CHECK INCLUDES THE AMOUNT FOR A CERTIFIED COPY OF THE ARTICLES.

PLEASE FILE THE CORPORATION AND SEND US THE CERTIFIED COPY.

SINCERELY,



KENNETH D. COOPER

FILED
02 SEP 19 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KENNETH D. COOPER

ATTORNEY AT LAW

Bm 9/20

ARTICLES OF INCORPORATION

OF

HOLLYWOOD CYCLE ACCESSORIES, INC.

FILED
02 SEP 19 AM 10:29
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as (a) incorporator(s) of a corporation under the Florida General Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is

HOLLYWOOD CYCLE ACCESSORIES, INC.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are to engage in a general manufacturing and mercantile paint business and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these, purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

FOURTH: Authorized Shares of the corporation is as follows:

Number. The aggregate number of shares that the corporation shall have the authority to issue is 1,000 shares of Capital Stock with a par value of 1.00 per share.

Initial issue. 1,000 shares of the Capital Stock of the corporation shall be issued for cash at a par value of \$1.00 per share.

Stated capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

No share in series. The corporation is not authorized to issue shares in series.

FIFTH: The initial street address in Florida of the initial registered agent of the corporation is 400 SE 8TH ST., FT. LAUDERDALE, FL. 33316, and the name of the initial registered agent at such address is KENNETH D. COOPER .

SIXTH: The initial board of directors shall consist of two members, who need not be residents of the State of Florida or shareholders of the corporation.

SEVENTH: The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders or until their successors shall have been elected and qualified, are as follows:

Name	Number & Street	City	State	Zip Code
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LLOYD HORLICK,	1140 S. DIXIE HWY.,	HOLLYWOOD,	FL.	33020
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WAYNE HORLICK,	1140 S. DIXIE HWY.,	HOLLYWOOD,	FL.	33020
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EIGHTH: The name(s) and address(es) of the initial incorporator is as follows:

Name	Number & Street	City	State	Zip Code
LLOYD HORLICK,	1140 S. DIXIE HWY.,	HOLLYWOOD,	FL.	33020

NINTH: An affirmative vote of Three-fourths of the shares of the corporation shall be required for any shareholder action.

TENTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock.

ELEVENTH: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money, or any property, or services and from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder all shares of common stock currently authorized and issued.

TWELFTH: The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares, to distribute them among as many candidates as may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these articles

of incorporation at Ft. Lauderdale, Florida, on the 12 day of Sept, 2002.

[Signature]
Stauden Uperales

[Signature]
Incorporator(s)

STATE OF FLORIDA
COUNTY OF BROWARD

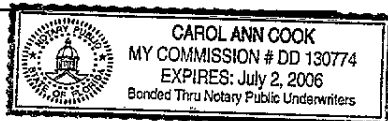
Before me, the undersigned authority, personally appeared Lloyd Hochstetler, who is to me well known to be the person described in and who subscribed the above articles of incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Ft. Lauderdale in said County and State this 12 day of September, 2002.

[Signature]
CAROL ANN COOK
Notary Public

STATE OF FLORIDA

My commission expires: _____



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

FILED
02 SEP 19 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

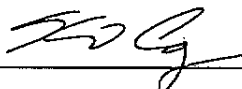
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First-That **HOLLYWOOD CYCLE ACCESSORIES, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at 1140 S. DIXIE HWY., HOLLYWOOD, FL. 33020, County of Broward, State of Florida has named **Kenneth D. Cooper, 400 SE 8th St., Ft. Lauderdale, FL. 33316, County of Broward, State of Florida,** as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

(MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I, hereby accept to act in this capacity, and a to comply with the provisions of said Act relative to keeping , open said office.



KENNETH D. COOPER

9/12/2002