



THE COMPANY CORPORATION

Three Christina Centre • 201 N. Walnut Street • Wilmington, Delaware 19801 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

P95000010048

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

RE: North American Sunroof Partners Inc.
P3394232NOSEW

100001397964
-02/06/95--01026--014
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find Articles of Incorporation, and our check(es) in the amount of \$70.00 for North American Sunroof Partners Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0440, ext. 208 with questions regarding the enclosed application.

Sincerely,

Kimberly Andras

enc.

FEB 7 1995 BSB

FILED
FEB -3 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLES OF INCORPORATION
OF
North American Sunroof Partners, Inc.

FILED
25 FEB -3 AM 10:33
SECRETARY OF STATE

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

FIRST: The name of the corporation shall be North American Sunroof Partners, Inc.

SECOND: The address of the initial registered office of the corporation is 3200 Bailey Lane, #197; Naples FL 33942, County of Collier. The name of the registered agent located at said address is Timothy R. Seward.

THIRD: The principal address of the corporation is 3200 Bailey Lane, #197; Naples FL 33942.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 1000 shares of no par value.

SIXTH: The number of directors constituting the initial board of directors is one, and the name(s) and address(es) who will serve as directors until the first annual meeting of shareholders or until their successors are as follows:

Timothy P. Seward	3200 Bailey Lane #197; Naples FL 33942
Scott L. Carmona	6004 Westside Saginaw Rd., Bay City MI 48706

SEVENTH: The duration of the corporation is perpetual.

EIGHT: This is Close Corporation.

NINTH: The name(s) and address(es) of the persons who are to act as incorporator(s) are as follows:

Kimberly Andras c/o The Company Corporation
Three Christina Centre, 201 N. Walnut St., Wilmington DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 19th day of January, 1995.

State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 19th day of January, 1995 by Kimberly Andras.


Notary Public

This document was prepared by Kimberly Andras, Three Christina Centre, 201 N. Walnut Street, Wilmington DE 19801 (302) 575-0440

SUSAN M. GRIFFIN
NOTARY PUBLIC-DELAWARE
Appointed October 6, 1994
Term: 2 Years

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

In compliance with Section 43.091, Florida Statutes, the following is submitted:

First, this North American Sunroof Partners Inc.
desiring to organize under the laws of the State of Florida with its principal
place of business located in the city of Naples, State of
Florida, has named Timothy P Seward located at
3200 Bailey Lane #197
Naples FL 33942 as its agent for service of
process within Florida.

Having been named to accept service of process for the above stated
corporation, at the place designated in this Certificate, I hereby agree to act
in this capacity, and I further agree to comply with the provisions of all
statutes relative to the proper and complete performance of my duties.

Timothy P Seward

Date

1-11-95

FILED
FEB 13 1995
CLERK OF DISTRICT COURT
NAPLES, FLORIDA