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MODER FRENCH ASSOCIATES, INC.  
1342 COLONIAL BLVD, SUITE 8  
T MYERS PT 33992  
(800) 279-0033  
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. McDonald Auto Trim, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
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(Corporation Name) (Document #)
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NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
55 JAN 22 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SN JAN 24 1996

ARTICLES OF INCORPORATION

OF

McDonald Auto Trim, Inc

FILED  
26 JAN 22 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting hereby as Incorporator of a corporation under the Florida General Corporation Act., hereby adopts the following Articles of Incorporation:

I.

CORPORATE NAME

The name of this corporation shall be:

McDonald Auto Trim, Inc.

II.

ADDRESS OF PRINCIPAL OFFICE

The address of the principal office shall be:

2165 Elkton Court  
Fort Myers, Florida 33907-3010

III.

NATURE OF CORPORATE BUSINESS

This corporation is organized to have the following purpose:

A. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

B. Auto upholstery and trim.

IV

CAPITOL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one hundred (100) share of common stock at no par value per share.

V.

DURATION

This corporation shall have perpetual existence.

VI.

Initial REGISTERED AGENT  
AND  
INITIAL REGISTERED OFFICE

Mr. Charles R. McDonald  
2165 Elkton Court  
Fort Myers, Florida 33907

VII.

THE NAME AND ADDRESS OF THE INCORPORATOR ARE:

Mr. Charles R. McDonald  
2165 Elkton Court  
Fort Myers, Florida 33907

VIII.

BOARD OF DIRECTORS

The number of directors may be altered from time to time by laws adopted by the stockholder. However, the corporation shall have no less the one (1) director at any time.

The name and address of the initial director of this corporation is:

Mr. Charles R. McDonald  
2165 Elkton Court  
Fort Myers, Florida 33907  
(2)

IX.

**PRE-EMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of share, and inviting him to exercise his pre-emptive rights. This right may also be within thirty (30) days of receipt of notice from the corporation.

X.

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings, evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI


**INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XII.

**BY-LAW AMENDMENT**

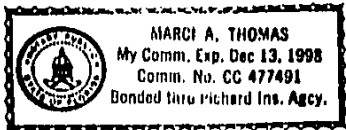
The power to adopt, alter, amend or repeal the by-laws of this corporation shall be vested in the Board of Directors and Shareholder, provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation. IN WITNESS WHEREOF, the undersigned Incorporator in the State of Florida this 17 day of Jan 1996.

  
Mr. Charles R. McDonald  
Incorporator

STATE OF FLORIDA  
COUNTY OF LEE

BEFORE ME the undersigned authority, personally appeared, Charles R. McDonald, who is to me known to be the person described in and who executed the foregoing Article of Incorporation and acknowledged to and before me that they executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Lee County Florida in said county and state this 17th day of January 1996.



Marci A. Thomas  
Notary **MARCI A. THOMAS**

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation,

Charles R. McDonald  
Registered Agent

BEFORE ME, the undersigned authority, personally appeared, Charles R. McDonald, who is to me known to be the person described in and who executed the foregoing as Registered Agent.

(4)

FILED  
56 JUN 22 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA