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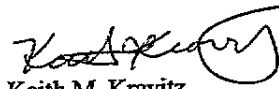
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -3 PM 2:52

March 17, 1998

Department of State
Division of Corporations
P.O.Box 6327
Tallahassee, FL 32314

Subject: Ultimate Truck & Van Accessories, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$70.00.


Keith M. Kravitz
6801 N.W. 9th Ave.
Ft. Lauderdale, FL 33309

954.974.8488

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RP
03-20-98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 20, 1998

KEITH M. KRAVITZ
6801 N.W. 9TH AVE.
FT. LAUDERDALE, FL 33309

SUBJECT: ULTIMATE TRUCK & VAN ACCESSORIES, INC.
Ref. Number: W98000006225

We have received your document for ULTIMATE TRUCK & VAN ACCESSORIES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purinton
Document Specialist

Letter Number: 798A00015089

**ARTICLES OF INCORPORATION
OF
ULTIMATE TRUCK & VAN ACCESSORIES, INC.**

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The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract hereby forms a corporation under the laws of the State of Florida

ARTICLE I - NAME

The name of this corporation shall be: **ULTIMATE TRUCK & VAN ACCESSORIES, INC.**

ARTICLE II - ADDRESS

The mailing address of this corporation shall be 6801 NW 9th Avenue, Fort Lauderdale,
Florida 33309

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all legal business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of (\$1.00) par value stock. The considerations to be paid for each share shall be fixed by the Board of Directors, but in no event shall be less than par value.

ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof, (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL
REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation shall be Keith M. Kravitz, and the Registered Office shall be located at 6801 NW 9th Avenue, Ft. Lauderdale, Florida 33309, or such other person or place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with law.

ARTICLE VIII - BOARD OF DIRECTORS

This corporation shall not have less than one (1) nor more than five (5) directors, as set forth in the By-Laws. The name and the street addresses of the first Board of Directors of this corporation who, subject to these Articles of Incorporation, By-Laws of this corporation, and the State of Florida, shall hold office until their successors have been elected and qualified are:

Keith M. Kravitz,
6801 NW 9th Avenue
Ft. Lauderdale, FL 33309

Michael R. Peluso
6801 NW 9th Avenue
Ft. Lauderdale, FL 33309

ARTICLE IX - SUBSCRIBERS

The name and address of the of the subscriber to the Articles of Incorporation is:
Keith M. Kravitz, 6801 NW 9th avenue, Ft. Lauderdale, Florida 33309.

ARTICLE X - SPECIAL PROVISIO

Any action by the directors of this corporation which is within their power taken at a meeting of such directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the By-Laws of this corporation, if at any time prior to, during or subsequent to such meeting all directors shall execute a waiver of notice of such meeting, in writing, and providing a majority of the directors shall have been approved or approve the action taken at such meeting.

When not prohibited by law, any action by the shareholders of this corporation which is within their power taken at a meeting of such shareholders shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all shareholders, as required by law or the By-Laws of this corporation, if at any time prior to , during or subsequent to such meetings all shareholders shall execute a waiver of notice of such meetings in writing and providing a majority of the shareholders shall have been approved or approve the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the Department of State of the State of Florida or another governmental agency of any state, county or nation, or with any private organization, corporation, person or persons.

Nothing in this Article shall be construed to allow any act of the Board of Directors to be approved by less than a majority of said directors, or wherever a greater vote is required by law or in the By-Laws, by that vote.

Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of said shareholders, or wherever a greater vote is required by law or in the By-Laws, by that vote.

ARTICLE XI - INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of the shareholders; and no shareholder shall have any right to inspect any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the Board of Directors.

ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of the corporation, whether or not he is an officer or director at the time such expenses are incurred. The forgoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled. This corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE XIII - TELEPHONE MEETING AUTHORIZATION

Members of the Board of Directors or of any executive committee designated by the Board of Directors in accordance with law shall be deemed present at any meeting of the Board of Directors or executive committee, as the case may be, if a telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all other persons, is used.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

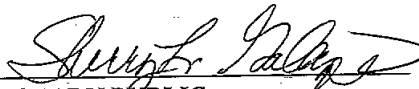
IN WITNESS WHEREOF, the undersigned subscriber has executed this Articles of Incorporation on this 17 day of March, 1998.


Keith Kravitz

STATE OF FLORIDA
COUNTY OF BROWARD

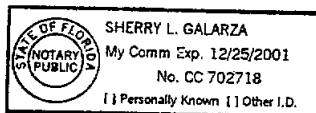
BEFORE ME personally appeared Keith M. Kravitz, to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purpose therein expressed.

WITNESS my hand and official seal this 17 day of March, 1998.


NOTARY PUBLIC

My commission expires:

(Seal)



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

In compliance with section 48.091 Florida statutes, the following is submitted:

First that ULTIMATE TRUCK & VAN ACCESSORIES, INC., desiring to organize or
qualify under the laws of the State of Florida, with its principal place of business at the city of Fort
Lauderdale, State of Florida, has named Keith M. Kravitz, at 6801 NW 9th avenue, Ft. Lauderdale,
Florida 33309, as its Agent to accept service of process within this State.

ACKNOWLEDGEMENT

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 accept to comply with the
provisions of all the statutes relative to the proper and complete performance of my duties.



KEITH M. KRAVITZ
REGISTERED AGENT

DATE: 4/2/98

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