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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 796038 4369033

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 122.50

ORDER DATE : April 27, 1998

ORDER TIME : 11:41 AM

ORDER NO. : 796038-005

CUSTOMER NO: 4369033

CUSTOMER: Stephen Delman, Esq
STEPHEN B. DELMAN, ESQ.

700002501017--7

505 8th Avenue/suite 300

New York, NY 10018

DOMESTIC FILING

NAME: UT MANAGEMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 27 PM 2:33

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98 APR 27 4:12:06
DIVISION OF CORPORATIONS
4/27/98

EFFECTIVE DATE

4/24/98

**ARTICLES OF INCORPORATION
OF**

UT MANAGEMENT, INC.

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The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is UT Management, Inc.

SECOND: The street address of the principal office of the corporation, wherever located, and the mailing address of the corporation, wherever located, are: c/o Ultima Trim, LLC, 2520 North Powerline Road, Suite 305, Pompano Beach, Florida 33069.

THIRD: The number of shares that the corporation is authorized to issue is one thousand (1,000), each of which is of a par value of \$1 and all of which are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the corporation at said registered office is Corporation Service Company. The written acceptance of said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

<u>Name</u>	<u>Address</u>
Stephen B. Delman	505 Eighth Avenue, Suite 300 New York, New York 10018

SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the

Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

To engage in the automotive business in all its branches, including, without limitation, the manufacture, importing, exporting, assembly, installation, sale and distribution of automotive accessories and components, including, without limitation, custom steering wheels, seat covers and trim, whether of wood, plastic, acrylic or other materials and substances, for original equipment manufacturers and the automotive aftermarket; to provide custom conversion and alteration services for vehicles of every type and description, including cars, vans and trucks; and to provide administrative, management and consulting services to companies engaged in any of the foregoing types of businesses.

To carry on a general mercantile, industrial, investing and trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire and assign contracts in respect of, acquire, receive, grant and assign licensing arrangements, options, franchises and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal and as sales, business, special or general agent, representative, broker, factor, merchant, distributor, jobber or advisor, and in any other lawful capacity, goods, wares, merchandise, commodities and unimproved, improved, finished, processed and other real, personal and mixed property of any and all kinds, together with the components, resultants and byproducts thereof; to acquire by purchase or otherwise own, hold, lease, mortgage, sell or otherwise dispose of, erect construct, make, alter, enlarge and improve, and to aid or subscribe toward the construction, acquisition or improvement of, factories, shops, storehouses, buildings and commercial and retail establishments of every character, including all equipment, fixtures, machinery, implements and supplies necessary, or incidental to, or connected with, any of the purposes or business of the corporation; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business.

To engage generally in the real estate business as principal, agent, broker or in any other lawful capacity and generally to take, lease, purchase or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide and otherwise handle, manage, operate, deal in and dispose of real estate, real property, lands, multiple-dwelling structures, houses, buildings and other works, and any interest or right therein; to take,

lease, purchase or otherwise acquire, and to own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage and otherwise handle, and deal in and dispose of, as principal, agent, broker and in any other lawful capacity, such personal property, chattels, chattels real, rights, easements, privileges, choses in action, notes, bonds, mortgages and securities as may lawfully be acquired, held or disposed of; and to acquire, purchase, sell, assign, transfer, dispose of and generally deal in and with, as principal, agent, broker or in any other lawful capacity, mortgages and other interests in real, personal and mixed properties; and to carry on a general construction, contracting, building and realty management business as principal, agent, representative, contractor or subcontractor, or in any other lawful capacity.

To apply for, register, obtain, purchase, lease, take licenses in respect of or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of and manufacture under, and to introduce, sell, assign, mortgage, pledge or otherwise dispose of, and, in any manner, deal with and contract with reference to:

(a) inventions, devices, formulae, processes and any improvements and modifications thereof;

(b) letters patent, patent rights, patented processes, copyrights, designs and similar rights, trademarks, trade symbols and other indications of origin and ownership granted by or recognized under the laws of the United States of America or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereunto; and

(c) franchises, licenses, grants and concessions.

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, vote of shareholders or disinterested directors, or otherwise, both as to action in their respective official capacities

and as to action in other capacities while holding such offices, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

ELEVENTH: The corporate existence of the corporation shall begin on April 24, 1998.

Signed on April 24, 1998.


Stephen B. Delman, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

CORPORATION SERVICE COMPANY

By:  as agent
[Name], [Title]

Date: April 27, 1998

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