

TRANSMITTAL LETTER

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Department of State
P. O. Box 6327
Tallahassee, Florida 32314

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-05/14/99--01091--002
*****78.75 *****78.75

CHECKPOINT AUTO ACCESSORIES, INC.
Proposed Corporate Name

Enclosed is an original and one (1) copy of the Articles of Incorporation and our check for \$78.75

FROM: Artemio P. Carrandi
635 Woobrook Way
Melbourne, Florida 32940
(407) 259-7013

FILED
99 MAY 14 AM 9:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. BROCK MAY 18 1999

ARTICLES OF INCORPORATION
OF
CHECKPOINT AUTO ACCESSORIES, INC.

FILED
99 MAY 14 AM 9:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is Checkpoint Auto Accessories, Inc.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1,000 share of \$1.00 par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of 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 pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLES VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 635 Woodbrook Way, Melbourne, Florida 32940, and the name of the initial registered agent of this corporation at that address is Artemio P. Carrandi.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Artemio P. Carrandi	P O Box 410227 Melbourne, Florida 32941-0227
Estela Carrandi	PO Box 410227 Melbourne, Florida 32941-0227

ARTICLE IX - INCORPORATIONS

The name and address of the persons signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Artemio P. Carrandi	P. O. Box 410227 Melbourne, Florida 32941-0227
Estela Carrandi	PO Box 410227 Melbourne, Florida 32941-0227

ARTICLES X - BY LAWS

The power to adopt, alter, amend or repeal BY-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLES XI APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLES XII - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.


ARTICLES XIII - INDEMNIFICATION

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

ARTICLES 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 subscribers have executed these Articles of Incorporation this 12 day of May, 1999.


Artemio P. Carrandi
President


Estela Carrandi
Vice President & Secretary/Treasurer

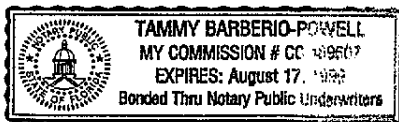
STATE OF FLORIDA :


COUNTY OF BREVARD :

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Artemio P. Carrandi, Estela Carrandi, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed these Articles of Incorporation.

FLDR ARTEMIO P CARRANDI
C653-015-35-447-0
ESTELA M CARRANDI
C653-213-476310

In witness whereof, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 12 day of May, 1999.




NOTARY PUBLIC
State of Florida

My commission Expires:

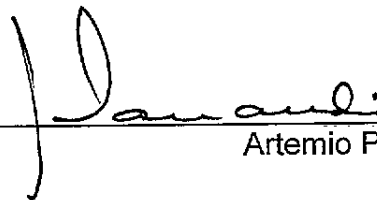
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST that CHECKPOINT AUTO ACCESSORIES, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Melbourne, County of Brevard, State of Florida, has named Artemio P. Carrandi located at 635 Woodbrook Way, Melbourne, Florida 32940, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

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


Artemio P. Carrandi

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TALLAHASSEE FLORIDA