

Filing Fee: \$50.00

57824

State of Rhode Island and Providence Plantations

CERTIFICATE OF LIMITED PARTNERSHIP

Be it Known to All by these Presents, That we, the undersigned, desiring to form a limited partnership under and by virtue of the powers conferred by Chapter 7-13 of the General Laws of Rhode Island, do execute the following Certificate of Limited Partnership:

FIRST. The name of the partnership shall be CHICANE AUTO ACCESSORIES L.P.

SECOND. The character of the business conducted by the partnership shall be

THE VENDING OF AUTO ACCESSORIES (SUCH AS, FENDERTRIMS, CAR COVERS, ETC) THROUGH MAIL ORDER.

THIRD. The address of the specified office of the partnership is

161 WATERMAN STREET, SECOND FLOOR, PROVIDENCE, RI 02906

and the name of the specified agent for service of process at such address is

ERIC AU

FOURTH. The names and residences of all members of the partnership, both general and limited, are as respectively designated. (Use Schedule A if space below is not sufficient.)

General Partners

Residence (NO STREET, CITY OR TOWN, STATE)

ERIC AU 161 WATERMAN STREET, 2ND FLOOR, PROV., RI

DOMINIQUE LEE 201 ANGELL STREET, APT. 6, PROV., RI

Limited Partners

Residence (NO STREET, CITY OR TOWN, STATE)

FIFTH. The following items listed immediately below shall be the contribution of each partner. (Use Schedule A if space below is not sufficient.)

Name of Partner	Cash	Property other than Cash	Value
ERIC AU	\$5,000	1/2 COST OF FAX MACHINE	\$5,500
DOMINIQUE LEE	\$5,000	1/2 COST OF FAX MACHINE	\$5,500

and the items listed immediately below shall be the future contributions, agreed to be made by each partner. (Use Schedule A if space below is not sufficient.)

Name of Partner	Cash	Property other than Cash	Value

SIXTH. The times at which or the events on the happening of which said future contributions shall be made shall be WHEN SUDDEN UNEXPECTED COST ARISES AT SUCH TIMES, EACH PARTNER WILL BEAR THE NECESSARY COSTS EVENLY.

SEVENTH. Provisions (if any) for the power of a limited partner to grant the right to become a limited partner to an assignee of any part of his partnership interest, and the terms and conditions of the power.

NO LIMITED PARTNER

EIGHTH. If agreed upon, the time at which or the events on the happening of which a partner may terminate his/her/its membership in the limited partnership and the amount of, or the method of determining the distribution to which a partner may be entitled respecting his/her/its partnership interest, and the terms and conditions of the termination and distribution IF A SINGLE PARTNER DECIDES TO TERMINATE HIS MEMBERSHIP, THE ENTIRE PARTNERSHIP WILL BE DISSOLVED. EACH PARTNER WILL SHARE AND DIVIDE UP THE PROFIT AND ASSETS OF THE PARTNERSHIP EVENLY.

NINTH. The right (if any) of a partner to receive distributions of property, including cash from the limited partnership ALL DISTRIBUTIONS WILL BE DIVIDED EVENLY AMONG THE TWO PARTNERS.

TENTH. The right (if any) of a partner to receive, or of a general partner to make, distributions to a partner which include a return of all or any part of the partner's contributions NO SUCH RIGHTS WILL BE INCLUDED IN THE PARTNERSHIP. THE PARTNERSHIP WILL AUTOMATICALLY DISSOLVE IF A PARTNER DECIDES TO END HIS MEMBERSHIP & ALL ASSETS WILL BE DIVIDED UP EVENLY BETWEEN THE TWO PARTNERS.

ELEVENTH. The time (if any) at which or events (if any) upon the happening of which the limited partnership is to be dissolved and its affairs wound up THE ENTIRE ASSETS OF THE PARTNERSHIP WILL BE DIVIDED UP EVENLY BETWEEN THE TWO PARTNERS.

TWELFTH. The right (if any) of the remaining general partners to continue the business on the happening of an event of withdrawal of a general partner THE PARTNERSHIP WILL COMPLETELY DISSOLVE IF A PARTNER DECIDES TO TERMINATE HIS SHARE OF THE PARTNERSHIP.

THIRTEENTH. Other matters as the partners have determined to include herein

(Use Schedule A if space below is not sufficient.)

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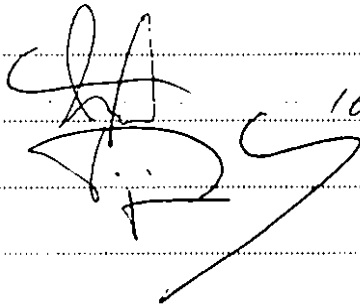
In Testimony Whereof, We have hereunto set our hands and stated our residences this.....

26 day of SEPTEMBER A.D. 1989

Name	Residence (NO STREET, CITY OR TOWN, STATE.)
ERIC AU	161 WATERMAN ST., PROV., R.I. 02906
DOMINIQUE LEE	201 ANGELL ST., APT. 6, PROV., R.I. 02906

RECEIVED  
SECRETARY OF STATE  
PROVIDENCE

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161 Waterman St., Prov., RI 02906  
201 Angell St., Prov., RI 02906