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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN PROFIT QUALIFICATION

Progressive Automotive Systems, Inc.

Certificate of Status	0
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Page Count	07
Estimated Charge	\$70.00

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DIVISION OF CORPORATIONS
2003-09-29

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Progressive Automotive Systems, Inc. (Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware (State or country under the law of which it is incorporated) 3. 36-4413486 (FEI number, if applicable)

4. 12/29/2000 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. 05/01/2003 (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification." (SEE SECTIONS 607.1501, 607.1502 and §17.155, F.S.)

7. 1300 Arlington Heights Road, Itasca, IL 60143 (Principal office address)

same (Current mailing address)

8. See Attachment (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: c/o C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324 (City) (Zip code)

10. Registered agent's acceptance: Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CT Corporation System Christine M. Eastwin Assistant Secretary by: [Signature] (Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

03 SEP 29 PM 4:01 SECRETARY OF STATE TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors: *SEE ATTACHMENT*

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Alan D. Feldman

Address: 1300 Arlington Heights Road

Itasca, IL 60143

Director: William M. Guzik

Address: 1300 Arlington Heights Road

Itasca, IL 60143

B. OFFICERS *SEE ATTACHMENT*

President: Alan D. Feldman

Address: 1300 Arlington Heights Road

Itasca, IL 60143

Vice President: William M. Guzik

Address: 1300 Arlington Heights Road

Itasca, IL 60143

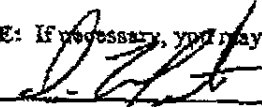
Secretary: Alvin K. Marr

Address: 1300 Arlington Heights Road Itasca, IL 60143

Treasurer: David W. Matre

Address: 1300 Arlington Heights Road Itasca, IL 60143

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. David W. Matre, Vice President
(Typed or printed name and capacity of person signing application)

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Attachment to Florida

Purpose Clause

To engage in any lawful act or activity for which corporations may be organized and incorporated under the General Corporation Law of the State of Delaware.

Officers & Directors

- 1. Full Name: Alan D. Feldman
 Officer/Director: Officer, Director
 Officer's Title: CEO & President
 Director's Title: Other Director
 Business Address: 1300 Arlington Heights Road
 City: Itasca
 State: IL
 ZIP Code: 60143

- 2. Full Name: William M. Guzik
 Officer/Director: Officer, Director
 Officer's Title: Senior Vice President & CFO
 Director's Title: Other Director
 Business Address: 1300 Arlington Heights Road
 City: Itasca
 State: IL
 ZIP Code: 60143

- 3. Full Name: Steven D. Shaneyfelt
 Officer/Director: Officer
 Officer's Title: Senior Vice President & General Manager
 Business Address: 1300 Arlington Heights Road
 City: Itasca
 State: IL
 ZIP Code: 60143

- 4. Full Name: Alvin K. Mart
 Officer/Director: Officer, Director
 Officer's Title: Vice President & Secretary

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 STATE OF FLORIDA
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 APPLICANT

SEP-29-2003 14:39

Business Address: 1300 Arlington Heights Road
 City: Itasca
 State: IL
 ZIP Code: 60143

5. Full Name: David W. Matre
 Officer/Director: Officer
 Officer's Title: Vice President & Treasurer
 Business Address: 1300 Arlington Heights Road
 City: Itasca
 State: IL
 ZIP Code: 60143

6. Full Name: James M. Haeger, Jr.
 Officer/Director: Officer
 Officer's Title: Vice President & Controller
 Business Address: 1300 Arlington Heights Road
 City: Itasca
 State: IL
 ZIP Code: 60143

7. Full Name: Harry D. Oliver
 Officer/Director: Officer
 Officer's Title: Assistant Treasurer
 Business Address: 1300 Arlington Heights Road
 City: Itasca
 State: IL
 ZIP Code: 60143

8. Full Name: Audrey Z. Waltenburg
 Officer/Director: Officer
 Officer's Title: Assistant Secretary
 Business Address: 1300 Arlington Heights Road
 City: Itasca
 State: IL
 ZIP Code: 60143

9. Full Name: Kerilyn M. Johnson
 Officer/Director: Officer

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 FEDERAL BUREAU OF INVESTIGATION
 CHICAGO OFFICE

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Officer's Title: Assistant Secretary
 Business Address: 1300 Arlington Heights Road
 City: Itasca
 State: IL
 ZIP Code: 60143

10. Full Name: Frederick W. Dow, Jr.
 Officer/Director: Officer
 Officer's Title: Senior Vice President & Chief Marketing Officer
 Business Address: 1300 Arlington Heights Road
 City: Itasca
 State: IL
 ZIP Code: 60143

11. Full Name: David C. Perrin
 Officer/Director: Officer
 Officer's Title: Vice President, MIS
 Business Address: 1300 Arlington Heights Road
 City: Itasca
 State: IL
 ZIP Code: 60143

12. Full Name: Michael K. Kunstman
 Officer/Director: Officer
 Officer's Title: Assistant Controller
 Business Address: 1300 Arlington Heights Road
 City: Itasca
 State: IL
 ZIP Code: 60143

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 03 SEP 29 PM 4: 01
 JAMES E. HARRIS

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROGRESSIVE AUTOMOTIVE SYSTEMS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF SEPTEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2641745

DATE: 09-19-03