

Document Number Only
F96000002231

CORPORATION SYSTEM

Requestor's Name
 660 East Jefferson Street

Address
 Tallahassee, Florida 32301

City State Zip Phone
 904-222-1092

CORPORATION(S) NAME

000001805150
 -05/02/96--01064---005
 *****70.00 *****70.00

W96-9384

95 MAY -2 PM 12:14

SECRETARY OF STATE
 DIVISION OF CORPORATIONS

FILED

Allstar Industries, Inc.

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
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- Annual Report
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- Change of R.A.
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5/2/96

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95
 MAY -2 PM 11:35
 DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

May 2, 1996

CT CORPORATION SYSTEM

SUBJECT: ALLSTAR MANUFACTURING, INC.
Ref. Number: W9600009384

We have received your document for ALLSTAR MANUFACTURING, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please note that we are returning the photocopied certificate you submitted.

Please return 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 (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 196A00021332

ALLSTAR INDUSTRIES, INC.
UNANIMOUS CONSENT OF DIRECTORS
IN LIEU OF SPECIAL MEETING

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
-95 MAY -2 PM 12:15

The undersigned, being the sole member of the Board of Directors of ALLSTAR INDUSTRIES, INC. (the "Company"), a Delaware corporation, acting pursuant to the provisions of Section 108 of the Delaware General Corporation Law, does hereby consent that, the Resolutions hereinafter set forth shall be deemed to have been adopted to the same extent and shall have the same force and effect as if adopted at a formal meeting of the Board of Directors of the Company, duly called and held for the purposes of acting upon proposals to adopt the following Resolutions:

WHEREAS, the Board of directors of the Company is of the opinion that the Company should qualify to conduct business in the State of Florida under the name ALLSTAR MANUFACTURING, INC.;

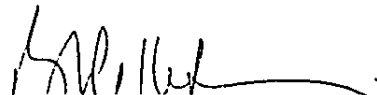
NOW, THEREFORE, BE IT RESOLVED, that the Company hereby adopts the name ALLSTAR MANUFACTURING, INC. for use in the State of Florida;

RESOLVED FURTHER, that the President of the Company be, and he hereby is, authorized, empowered and directed to execute and deliver, for and on behalf of the Company, the Application by Foreign Corporation for Authorization to Transact Business in Florida;

RESOLVED FURTHER, that the aforesaid officer of the Company be, and he hereby is, authorized, empowered and directed to do, undertake and perform any and all actions or acts necessary, appropriate or advisable to accomplish and effectuate the intents and purposes of the foregoing resolutions.

Executed to be effective as of the 1st day of May, 1996.

BOARD OF DIRECTORS:



BERTRAND L. PELLETIER

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. Allstar Industries, 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. 75-2637331
(FEI number, if applicable)

4. February 23, 1996
(Date of Incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.))

7. 424 Palm Street, West Palm Beach, Florida 33401

(Current mailing address)

8. Manufacturing auto parts and accessories.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine
Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

Daniel R. Glatz
Ass't Vice President

(Type Name and Title of Officer)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY -2 PM 12:14

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.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Bertrand L. Palletier

Address: 424 Palm Street

West Palm Beach, Florida 33401

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Bertrand L. Palletier

Address: 424 Palm Street

West Palm Beach, Florida 33401

Vice President: _____

Address: _____

Secretary: Bertrand L. Palletier

Address: 424 Palm Street

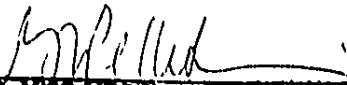
West Palm Beach, Florida 33401

Treasurer: Bartrand L. Palletier

Address: 424 Palm Street

West Palm Beach, Florida 33401

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. Bartrand L. Palletier, President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALLSTAR INDUSTRIES, 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 SECOND DAY OF MAY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY -2 PM 12: 15



Edward J. Freel
Edward J. Freel, Secretary of State

2595738 8300

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AUTHENTICATION:

DATE:

7930374

05-02-96

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CT CORPORATION SYSTEM

1633 Broadway
New York, NY 10019

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*****87.50 *****87.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

F9600002231
Sept 12
RAR

97 SEP 12 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Examiner's Initials	
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Florida Department of State, Jim Smith, Secretary of State

RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of sections 607.0502(2) or 607.1509, Florida Statutes, the

undersigned, C T CORPORATION SYSTEM hereby resigns as
(name of registered agent)

Registered Agent for ALLSTAR INDUSTRIES, INC. d/b/a ALLSTAR MANUFACTURING, INC.
(name of corporation)

ORGANIZED UNDER THE LAWS OF THE STATE OF DELAWARE

A copy of this resignation was mailed to the above listed corporation at its last known address. 424 Palm Street Att: Bertrand L. Pelletier West Palm Beach FL 33401

The agency is terminated and the office discontinued on the 31st day after the date on which the statement was filed.

Signature of Assistant Secretary
SIGNATURE
ASSISTANT SECRETARY

APPROVED
FILED
SEP 12 PM 3:12
TALLAHASSEE
FLORIDA
DEPARTMENT OF STATE

FEE FOR FILING THIS DOCUMENT:
\$87.50-Active Corporation
\$35.00-Administratively Dissolved Corporation