F97000003982

CSC THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 759008 5048268

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 35.00

ORDER DATE : March 27, 1998

ORDER TIME : 9:51 AM

ORDER NO. : 759008-030

CUSTOMER NO: 5048268

CUSTOMER: Ms. Diette Barnwell
Kelsey-hayes
12025 Tech Center Drive

Livonia, MI 48150

FILED
98 MAR 31 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CHANGE OF AGENT

100002473381--7

NAME: KELSEY-HAYES COMPANY

RECEIVED
98 MAR 31 AM 10:38
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

________ CERTIFIED COPY
XX______ PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Glisar

3/31
R.A. change

Florida Department of State, Sandra B. Mortham, Secretary of State

*** * * FILING FEE: $35.00 * * ***

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Delaware *submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.*

1. The name of the corporation is: KELSEY-HAYES COMPANY

2. The mailing address of the corporation is: 12025 Tech Center Drive, Livonia, MI 48150

3. Date of incorporation/qualification: July 28, 1997 Document number: F97000003982

4. The name and address of the current registered agent and office:

CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

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The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

John F. McCuen 3-23-98
(Signature of an officer, chairman or vice chairman of the board) (Date)

JOHN F. MCCUEN, Vice President
(Printed or typed name and title) (Date)

Having been named as registered agent and to accept service of process for the above stated corporation, 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.

Corporation Service Company
Vicki Schreiber 3/30/98
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:

VICKI SCHREIBER Assistant Vice President
(Typed or Printed Name) (Capacity)

CR2E045(3/96)