

Division of Corporations Electronic Filing Cover Sheet

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To:

Division of Corporations

Pax Number : (850)617-6383

From:

Account Name

: C T CORPORATION SYSTEM

Account Number : FCA000000023

Phone

: (850)222-1092

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**Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please. **

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Foreign Limited Liability Company Volvo Group North America, LLC

Certificate of Status	U
Certified Copy	0
Page Count	10
Estimated Charge	\$125.00

JAN - 3 2011

COVER LETTER

	Volvo Group North America, LI	Name of Limited Liebility Company	-
The enclosed	"Application by Foreign Limited	Liability Company for Authorization to Transact Business i	in Plorida." Certificate of
Existence, an	d check are submitted to register	the above referenced foreign limited liability company to tra	neact business in Florida
Please return	all correspondence concerning th	is matter to the following:	
	·		
	Therence G. Pickett	, Manager	••·
		Name of Person	•
	Volvo Group North ;	Destrict IIO	10 DEC 30 AM 9: 45 SECRETARY OF STATE TALLAHASSEE, FLORID
	VOLVO GIBUD NOITH		문화 뭐 .
	·	Firm/Company	至约日
			AS 30
	7900 National Service		
		Address	
			757
	Greensboro, NC 2740	City/State and Zio Code	—— 室档 5
		City/States and 24) Code	Gm -
	evelyn.moore@volvo.com	п	
	B-mail addres	ss: (to be used for future annual report notification)	•
For further info	ormation concerning this matter,	please call:	
	-		
Ev	elyn M. Moore	at (_336) _191-2268	
	Name of Person	Area Code & Daytime Telephone Number	
MAII	LING ADDRESS:	STREET ADDRESS:	•
Division	on of Corporations	Division of Corporations	
	ration Section	Registration Section	
_	lox 6327 assec, FL 32314	Clifton Building 2661 Executive Center Circle	
,	2017 12017	Tulishassee, FL 32301	
		· · · · · · · · · · · · · · · · · · ·	
inclosed is a	check for the following am 0 Filing Fee [\$130.00 Filing	ount: Fee & S155.00 Filing Fee & S160.00 Filing Fee,	Certificate

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608:503, FLORIDA SCATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BY INNESS BUTHE STATE OF PLORIDA.

	TED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:			
1. <u>v</u>	olvo Group North America, LLC (Name of Foreign Limited Liability Company, must include "Limited Liability Company," "L.L.C.,	or "LLC.")		
Comp	une unavailable, enter alternate name adopted for the purpose of transacting business in Florida and at ant of the managers or managing members adopting the alternate name. The alternate name must includency," "L.L.C," "LLC.") laware risdiction under the law of which foreign limited liability (FEI number, if applicable upany is organized)	de "Limited Liul	e write	ළා
4. 12	2/10/1998 5. Perpetual			
***	(Date of Organization) (Duration: Year limited liability compi	any will couse to		
6 11	pon Qualification		る	
u. <u>u</u>	(Date first transacted business in Florida, if prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability)	P E	PEC	v**
7. 79	00 National Service Road, CC 2/7, Atm: Legal Dept., Greensboro, NC 27409	223	30	į
		ng.	3	
.—	(Street Address of Principal Office)	-0	ص	
8. If	limited liability company is a manager-managed company, check here 🔀	THE STATE OF THE S	<u>:</u>	
9. Th	e name and usual business addresses of the managing members or managers are as fo	illows:		
<u>D</u> e	ennis Slagis, 7900 National Service Road, Greensboro, NC 27409		_	
Pe	ur Curlsson, 7900 National Service Road, Greensboro, NC 27409		_	
<u> </u>	m Trolle, 7900 National Service Road, Greensboro, NC 27409		_	
hejuris	SEE ATTACHMENT ached is an original certificate of existence, no more than 90 days old, duly authenticated by the official havidiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a firm on of the certificate under oath of the translator must be submitted.)	ing custody of recign language, a	cords in	ł
11. Na	ature of business or purposes to be conducted or promoted in Florida:		-	
Any	lawful business, included, but not limited to the sale of Class 8 trucks	·		
	Therence O. Pickett			
	Signature of a member or an authorized representative of a member.	_		
	(In accordance with section 608,408(3), F.S., the execution of this document constitutes an effirmation of penalties of perjury that the facts stated herein are true. I am aware that any false information submiddenant to the Department of State constitutes a third degree felony as provided for in s.81.	sitted in a		
•	Therence O. Pickett			
	Typed or printed name of signee			

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:	•
Volva Group North America, LLC	
If unavailable, the alternate to be used in the state of Florida is:	
2. The name and the Florida street address of the registered agent and office are:	
C T Corporation System	10 DEC
(Name)	多量 3 下
1200 South Pine Island Road Plorida Street Address (P.O. Box NOT ACCEPTABLE)	EFFE END
Plantation FL 33324 City/State/Zip	1885 .5

Huving been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

CT Corporation System

Ternell Kearnev Asst. Secretary

(Signostro)

\$ 100.00 Filing Fee for Application \$ 25.00 Designation of Registered Agent \$ 30.00 Certified Copy (optional) \$ 5.00 Certificate of Status (optional)

Attachment to Florida Member / Manager Information

Full Name:

Member/Manager:

Business Address:

City:

1

State:

ZIP Code:

Therence O. Pickett

Manager

7900 National Service Road

Greensboro

NC

27409

FILED AN 9: 46

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF "VOLVO GROUP NORTH AMERICA, INC.", CHANGING ITS NAME FROM "VOLVO GROUP NORTH AMERICA, INC." TO "VOLVO GROUP NORTH AMERICA, LLC", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF DECEMBER, A.D. 2009, AT 2:59 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2009, AT 11:59 O'CLOCK P.M.

TION: 8458691

DATE: 12-29-10

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION "VOLVO GROUP NORTH AMERICA, INC." TO A DELAWARE LIMITED LIABILITY COMPANY OF "VOLVO GROUP NORTH AMERICA, LLC", WAS FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF DECEMBER, A.D. 2009, AT 2:59 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2009, AT 11:59 O'CLOCK P.M.

TION: 8458692

DATE: 12-29-10

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "VOLVO GROUP NORTH AMERICA, LLC" IS
DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN
GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF
THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF DECEMBER, A.D.
2010.

AND I DO HERBBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

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

10 DEC 30 AH 9: 46
SECRETARY OF STATE
SECRETARY OF STATE

2977435 8300

101244237

You may verify this certificate online at corp.delaware.gov/authwer.shtml Jeffrey W. Bullock, Secretary of State

DATE: 12-29-10

State of Delaware Secretary of State Division of Corporations Delivered 02:59 PM 12/18/2009 FILED 02:59 PM 12/18/2009 SRV 091117554 - 2977435 FILE

CERTIFICATE OF CONVERSION FROM A CORPORATION TO A LIMITED LIABILITY COMPANY PURSUANT TO SECTION 266 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE AND SECTION 18-214 OF THE DELAWARE LIMITED LIABILITY COMPANY ACT

This Certificate of Conversion of Volvo Group North America, Inc., a Delaware corporation (the "Corporation"), dated as of December 17, 2009, has been duly executed and is being filed by the undersigned, as an authorized person, to convert the Corporation to a Delaware limited liability company pursuant to Section 266 of the General Corporation Law of the State of Delaware and Section 18-214 of the Delaware Limited Liability Company Act.

- The jurisdiction where the Corporation was first formed, and the jurisdiction of the Corporation immediately prior to the filing of this Certificate of Conversion, is the State of Delaware.
- 2) The date on which the Corporation was first formed is December 10, 1998.
- The name of the Corporation immediately prior to the filing of this Certificate of Conversion is Volvo Group North America, Inc.
- 4) The name of the limited liability company as set forth in its Certificate of Formation being filed in accordance with Section 18-214(b) of the Delaware Limited Liability Company Act is Volvo Group North America, LLC.
- The conversion shall be effective at 11:59 p.m. (Eastern Standard Time) on December 31, 2009.
- 6) The conversion has been approved in accordance with Section 266 of the General Corporation Law of the State of Delaware and Section 18-214 of the Delaware Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the date first written above.

Name: Stan Janes An Authorized Person State of Delaware Secretary of State Division of Corporations Delivered 02:59 PM 12/18/2009 FILED 02:59 PM 12/18/2009 SRV 091117554 - 2977435 FILE

CERTIFICATE OF FORMATION OF VOLVO GROUP NORTH AMERICA, LLC

This Certificate of Formation of Volvo Group North America, LLC (the "Company"), dated as of December 17, 2009, has been duly executed and is being filed by the undersigned, as an authorized person, in connection with the conversion of Volvo Group North America, Inc., a Delaware corporation, to a Delaware limited liability company under the Delaware Limited Liability Company Act, 6 <u>Del. C.</u> §§ 18-101, et seq.

First: The name of the limited liability company is Volvo Group North America, LLC.

Second: The address of the registered office of the Company in the State of Delaware is c/o The Corporation Trust Company, 1209 Orange Street, City of Wilmington, County of New Castle, State of Delaware, Zip Code 19801.

Third: The name and address of the registered agent for service of process on the Company in the State of Delaware The Corporation Trust Company, 1209 Orange Street, City of Wilmington, County of New Castle, State of Delaware, Zip Code 19801.

Fourth: This Certificate of Formation shall be effective at 11:59 p.m. (Bastern Standard Time) on December 31, 2009.

IN WITNESS WHEROF, the undersigned has executed this Certificate of Formation as of the date first written above.

Name: Stan Janis An Authorized Person

