

Document Number Only

F000000000148

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

CORPORATION(S) NAME

100003092821--1
-01/10/00--01062--005
*****70.00 *****70.00

Parts Warehouse, Inc.

d/b/a

PWT, Inc.

- ☒ Profit
☐ NonProfit
☐ Limited Liability Company
☒ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Limited Liability Partnership
☐ Certified Copy
☐ Call When Ready
☒ Walk In
☐ Mail Out
- ☐ Amendment
☐ Dissolution/Withdrawal
☐ Annual Report
☐ Reservation
☐ Photo Copies
☐ Call if Problem
☐ Will Wait
- ☐ Merger
☐ Mark
☐ Other
☐ Change of R.A.
☐ Fictitious Name
☐ CUS
☒ After 4:30
☒ Pick Up

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TALLAHASSEE, FLORIDA

Name
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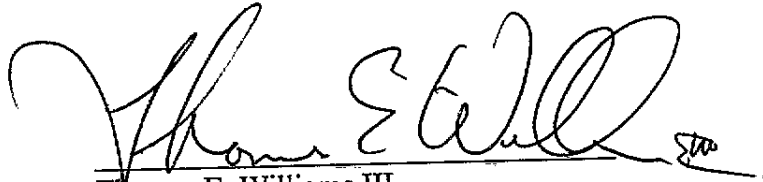
CONNIE BRYAN

CERTIFIED COPY OF RESOLUTION

The undersigned, Thomas E. Williams III, as Assistant Secretary, does hereby certify that the following is a true, complete and correct copy of a certain resolution of the Board of Directors of PARTS WAREHOUSE, INC., a corporation duly organized and existing under the laws of the State of Delaware, which resolution was duly adopted at a duly called meeting of the said Board, held on January 1, 2000, a quorum being present, and is set forth in the minutes of the said meeting; that I am the keeper of the corporate seal and of the minutes and records of this corporation; and that the said resolution has not been rescinded or modified:

“RESOLVED that PARTS WAREHOUSE, INC., organized and existing in the State of Delaware, hereby adopts the name PARTS WAREHOUSE, INC., d/b/a PWI, Inc. for use in states where required for all purposes; and further resolved that the officers of the corporation are authorized and directed to take all steps that they deem necessary and appropriate to qualify the corporation to do business within those states where required under the name of PARTS WAREHOUSE, INC., d/b/a PWI, Inc.; and resolved further that all activities and business of the corporation within said states shall be carried out under the name PARTS WAREHOUSE, INC., d/b/a PWI, Inc.”

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the sale of the said corporation, on this the 6th day of January, 2000.


Thomas E. Williams III
Assistant Secretary

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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:

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1. PARTS WAREHOUSE, 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. 36-4227501

(FEI number, if applicable)

4. April 22, 1998

(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 817.155, F.S.))

7. 1300 Arlington Heights Road, Itasca, Illinois 60143

(Current mailing address)

8. Distribution of parts and accessories for motor vehicles.

(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

Anne E. Diamond

(Registered agent's signature) (Officer)

Anne E. Diamond, Asst. Secy

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: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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

13.

R Lee Barclay

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

Executive

14. R. Lee Barclay, Vice President

(Typed or printed name and capacity of person signing application)

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Parts Warehouse, Inc.
List of Directors and Officers as of January 10, 2000

<u>Name</u>	<u>Address</u>	<u>Title</u>	<u>Telephone</u>	<u>Social Security #</u>
Wendel H. Province	1300 Arlington Heights Road Itasca, IL 60143-1294	Chairman and Chief Executive Officer - Director	630/438-3000	431-86-2906
R. Lee Barclay	1300 Arlington Heights Road Itasca, IL 60143-1294	Executive Vice President & Chief Financial Officer - Director	630/438-3000	337-35-1112
Robert H. Sorensen	1300 Arlington Heights Road Itasca, IL 60143-1294	Vice President, General Counsel and Secretary - Director	630/438-3000	278-40-3141
Christian C. Pappas	1300 Arlington Heights Road Itasca, IL 60143-1294	Vice President and Treasurer	630/438-3000	379-70-6255
William M. Guzik	1300 Arlington Heights Road Itasca, IL 60143-1294	Vice President and Controller	630/438-3000	321-58-4673
Thomas E. Williams III	1300 Arlington Heights Road Itasca, IL 60143-1294	Assistant Secretary	630/438-3000	383-52-4195

State of Delaware
Office of the Secretary of State

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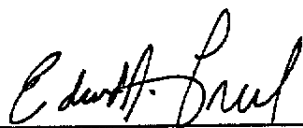
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PARTS WAREHOUSE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF JANUARY, A.D. 2000.

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

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




Edward J. Freel, Secretary of State

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AUTHENTICATION:

0184606

DATE:

01-06-00