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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 6/14

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*****70.00 *****70.00

Corporation(s) Name

MJH

Medo Industries, Inc.

☒ Profit ☐ Amendment ☐ Merger
☐ Nonprofit
☒ Foreign ☐ Dissolution ☐ Mark
☐ LLC ☐ Withdrawal

☐ Limited Partnership ☐ UBR ☐ Other
☐ Reinstatement ☐ Fictitious Name ☐ Ch. RA
☐ UCC ☐ 1 or ☐ 3

***Special Instructions**

☐ Certified Copy ☐ Photocopies ☐ CUS
☐ Arts/amends/mergers ☐ Other-See Above

☒ Walk in ☒ Pick-up ☐ Will Wait

Please Return Filed Stamped

Copies To:

DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Carol Clark

00 JUN 14 AM 11:54

Thank You!

RECEIVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 14 PM 2:19

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. Medo 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. New York
(State or country under the law of which it is incorporated)
3. 11-2291040
(FEI number, if applicable)
4. September 20, 1972
(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 817.156, F.S.))
7. 700 Milam, Houston, Texas, 77002

(Current mailing address)
8. Please see attached
(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)

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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)

EA Wallace
Assistant Secretary

(Type Name and Title of Officer)

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: _____

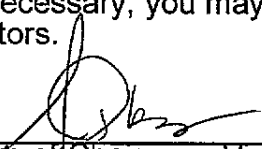
Address: _____

Treasurer: _____

Address: _____

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. Susan Diane Koontz, Assistant Secretary

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

Appendix to Florida
Application for Foreign Corporation for Authorization to Transact Business

Medo Industries, Inc.

8. Purpose

SECOND: The purposes, for which the corporation is formed, are:

(1) To manufacture, buy, sell, distribute, job, to be a franchise dealer licensee, import, export and otherwise deal in automobile supplies and equipment of every kind and description, and other related and unrelated products at wholesale and at retail and as principal and agent.

(2) To create, manufacture, contract for, buy, sell, import, export, distribute, job and generally deal in and with, whether at wholesale or retail, and as principal, agent, broker, factor, commission merchant, licensor, licensee or otherwise, any and all kinds of automobile supplies and equipment and in connection therewith or independent thereof, to establish and maintain, by any manner or means, buying offices, distribution centers, specialty and other shops, stores, mail-order establishments, concessions, leased departments, and any and all other departments, sites and locations necessary, convenient or useful in the furtherance of any business of the corporation.

(3) To manufacture, prepare, buy, sell, deal in, trade in, lease, import and export, paint, repair, restore and recondition automobiles, trucks, trailers, motorcycles,

tractors and motor vehicles of every description, and all parts, accessories and supplies thereof, including armatures, axles, batteries, bearings, bodies, brakes, brake linings, bumpers, carburetors, chassis, electrical service, fenders, gears, glass, headlights, side, tail and stop lights, horns, ignition systems, lamps, locks, motors, assembled and all parts thereof, pistons, piston rings, radiators, starters, shock absorbers, spark plugs, springs, speedometers, tires, wheels, tops, upholstery, panels and dashboards, heaters, generators, drive shafts, differentials, windshields, windshield wipers, and all hardware, tools and implements for motor vehicles of every kind and make.

(4) To acquire by purchase, subscription, underwriting or otherwise, and to own, hold for investment, or otherwise, and to use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every sort and description and wheresoever situated, including shares of stock, bonds, debentures, notes, scrip, securities, evidences of indebtedness, contracts or obligations of any corporation or association, whether domestic or foreign, or of any firm or individual or of the United States or any state, territory or dependency of the United States or any foreign country, or any municipality or local authority within or without the United States, and also to issue in exchange therefor, stocks, bonds or other securities or evidences of indebtedness of this corporation, and, while the owner or holder of any such property, to receive, collect and dispose of the interest, dividends and income on or from such property and to possess and exercise in respect thereto all of the rights, powers and privileges of ownership, including all voting powers thereon.

(5) To construct, build, purchase, lease or otherwise acquire, equip, hold, own, improve, develop, manage, maintain, control, operate, lease, mortgage, create liens upon, sell, convey or otherwise dispose of and turn to account, any and all plants, machinery, works, implements and things or property, real and personal, of every kind and description, incidental to, connected with, or suitable, necessary or convenient for any of the purposes enumerated herein, including all or any part or parts of the properties, assets, business and good will of any persons, firms, associations or corporations.

(6) The powers, rights and privileges provided in this certificate are not to be deemed to be in limitation of similar, other or additional powers, rights and

privileges granted or permitted to a corporation by the Business Corporation Law, it being intended that this corporation shall have all the rights, powers and privileges granted or permitted to a corporation by such statute.

12. Director and Officers

NOTE: The address for each officer and director is 700 Milam, Houston, Texas, 77002.

Thomas P. Kellagher	Director
James J. Postl	Director
James W. Shaddix	Director
James J. Postl	Chairman
Douglas Negrin	President
Clyde W. Beahm	Vice President
Linda F. Condit	Vice President and Secretary
Thomas P. Kellagher	Vice President
Gerald Rooney	Vice President - Finance
James W. Shaddix	Vice President
Paul B. Siegel	Vice President
Laurie K. Stewart	Vice President - Treasurer
Stuart Walman	Vice President and General Manager, Manufacturing
Michael J. Maratea	Assistant Controller
Kenneth L. Krch	Assistant Treasurer
John E. Roueche, III	Assistant Treasurer
Michael P. Schieffer	Assistant Treasurer
Dick W. Sherrod	Assistant Treasurer
Mae Dell Carpenter	Assistant Secretary
Susan Diane Koontz	Assistant Secretary
Bruce T. Maughs	Assistant Secretary

**State of New York } ss:
Department of State**

I hereby certify, that the Certificate of Incorporation of MEDO INDUSTRIES, INC. was filed on 09/20/1972, under the name of AUTO-AID MFG. CORP., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation..

A Certificate of Amendment AUTO-AID MFG. CORP., changing its name to MEDO INDUSTRIES, INC., was filed 12/14/1981.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 09th day of June
two thousand.*

Special Deputy Secretary of State