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Document Number Only

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

DATE: 6/15

MJK

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

Corporation(s) Name

Tenneco Automotive 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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 15 PM 2:50

Please Return Filed Stamped
Copies To:

Carol Clark

Thank You!

RECEIVED

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:

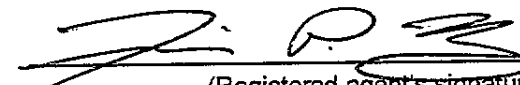
1. Tenneco Automotive Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Nevada
(State or country under the law of which it is incorporated)
3. Applied for
(FEI number, if applicable)
4. April 6, 2000
(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. 500 North Field Drive, Lake Forest, Illinois 60045
(Current mailing address)
8. The purpose of the corporation is to hold the name "Tenneco Automotive Inc."
(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)
Francis P. Regan
Assistant Secretary

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: _____

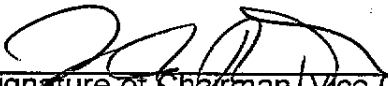
Secretary: _____

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. Timothy R. Donovan, Vice President _____
(Typed or printed name and capacity of person signing application)

TENNECO AUTOMOTIVE INC.

a Nevada corporation

LIST OF DIRECTORS AND OFFICERS

Directors

Business Address

Mark P. Frissora
Timothy R. Donovan

500 North Field Drive, Lake Forest, IL 60045
500 North Field Drive, Lake Forest, IL 60045

Officers

Title

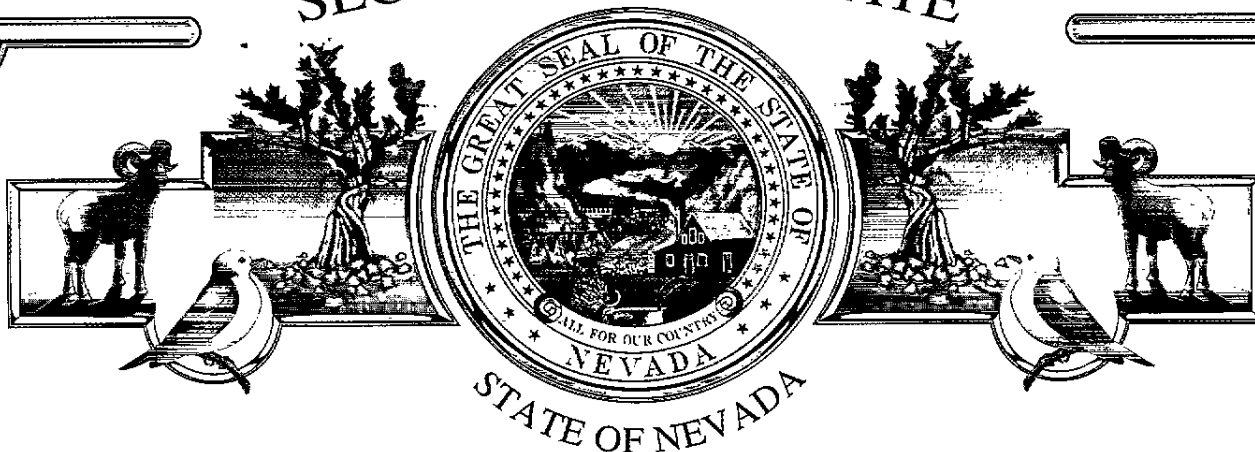
Business Address

Mark P. Frissora
Mark A. McCollum
Timothy R. Donovan
Paul D. Novas
Kenneth R. Trammell
H. Vincent Draa III
Anne E. Fruch
Karl A. Stewart
Randy Holmes

President
Vice President and Chief Financial Officer
Vice President and Secretary
Vice President and Treasurer
Vice President and Controller
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Treasurer

500 North Field Drive, Lake Forest, IL 60045
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500 North Field Drive, Lake Forest, IL 60045
500 North Field Drive, Lake Forest, IL 60045
Eight Sound Shore Drive, Suite 100, Greenwich, CT 06830
500 North Field Drive, Lake Forest, IL 60045

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **TENNECO AUTOMOTIVE INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since April 6, 2000, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on April 17, 2000.



Dean Heller

Secretary of State

By

S. J. Paul

Certification Clerk