

CT CORPORATION SYSTEM

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

AutoAlliance Management Company

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

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

11/19/01

Order#: 4745763

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

**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. AutoAlliance Management Company

(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.

38-3620214
(FEI number, if applicable)

4. 08/13/2001

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6.

10-1-01
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. One International Drive, Flat Rock, MI 48134

(Principal office address)

same

(Current mailing address)

automotive assembly asset management

8.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

, Florida 33324

(Zip code)

10. Registered agent's 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 obligations of my position as registered agent.

By:

C T Corporation System

Claudia L. Saari

(Registered agent's signature)

Claudia L. Saari
Asst. 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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

Address: _____

Vice President: _____

Address: _____

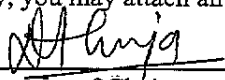
Secretary: _____

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. DEEPAK AHUJA, TREASURER
(Typed or printed name and capacity of person signing application)

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**Attachment to Application by Foreign Corporation for Authorization to
Transact Business in Florida for AutoAlliance Management Company**

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TALLAHASSEE, FLORIDA

Directors:

Takashi Yamanouchi

Business Address:

3-1 Shinchu, Fuchu-Cho
Aki-Gun, Hiroshima
730-91 Japan

Masaharu Yamaki

3-1 Shinchu, Fuchu-Cho
Aki-Gun, Hiroshima
730-91 Japan

Toshiki Hiura

One International Drive
Flat Rock, MI 48134

Rich Valenstein

7755 Irvine Center Drive
Irvine, CA 92618

Henry Wallace

One American Road
Dearborn, MI 48126

Anne Stevens

21175 Oakwood Blvd.
Dearborn, MI 48124

Mary Ellen Heyde

20000 Rotunda Drive
Dearborn, MI 48124

Deborah Coleman

One International Drive
Flat Rock, MI 48134

Officers:

Deborah Coleman

Title:

President

Toshiki Hiura

Vice President – Corporate Planning and Secretary

Guy Trupiano

Vice President – Human Resources

Linda Theisen

Vice President – Purchasing

Deepak Ahuja

Treasurer

Dan Pampuch

Assistant Treasurer

Gail Sherard

Assistant Secretary

All officers are located at:

One International Drive
Flat Rock, MI 48134

State of Delaware
Office of the Secretary of State

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TALLAHASSEE, FLORIDA
PAGE

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AUTOALLIANCE MANAGEMENT COMPANY" 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 FIFTEENTH DAY OF NOVEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3425020 8300

AUTHENTICATION: 1449086

010579640

DATE: 11-15-01