

CT CORPORATION SYSTEM

CORPORATION(S) NAME

F01000006417

TRP Acquisition Co.

FILED
01 DEC 17 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
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CLERK OF SUPERIOR COURT
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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12/17/01

MS

Order#: 4991948

400004728454--8

-12/17/01--01035--023

Ref#: *****70.00 *****70.00

Amount: \$ _____

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

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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TALLAHASSEE, FLORIDA

1. TRP Acquisition Co.
(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 3. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 9, 2001 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(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. 1 Harvard Street, Suite 201, Brookline, MA 02445
(Principal office address)

1 Harvard Street, Suite 201, Brookline, MA 02445
(Current mailing address)

8. Sale of Truck Parts
(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, Florida 33324
(City) (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.

C T Corporation System

(Registered agent's signature)

SALVINA AMENTA-GRAY
SPECIAL 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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Please see attachment

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Charles Cherington

Address: 1 Harvard Street, Suite 201, Brookline, MA 02445

Vice President: Johnny Ponder

Address: 60 Madison Avenue, Memphis, TN 38103

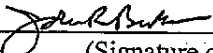
Secretary: John Barker

Address: 1 Harvard Street, Suite 201, Brookline, MA 02445

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. JOHN R. BARKER - SECRETARY
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

TRP ACQUISITION CO.

Attachment to Application for Certificate of Authority

Directors:

Name	Address
David Wilson	350 Theodore Fremd Avenue, Suite 300 Rye, NY 10580
Charles Cherington	1 Harvard Street, Suite 201 Brookline, MA 02445
John Barker	1 Harvard Street, Suite 201 Brookline, MA 02445

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State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRP ACQUISITION CO." 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 TWELFTH DAY OF DECEMBER, A.D. 2001.

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

FILED
DEC 12 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3443715 8300

AUTHENTICATION: 1499274

010637046

DATE: 12-12-01