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02 OCT 25 PM 2:52  
TALLAHASSEE  
FLORIDA

CORPORATION(S) NAME

Carter Group Inc.

<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		

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10/25/02

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Order#: 0

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

October 28, 2002

CT CORPORATION

SUBJECT: CARTER GROUP DELAWARE  
Ref. Number: W02000031003

We have received your document for CARTER GROUP DELAWARE and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The alternate name listed on the Resolution must have a corporate suffix such as Inc., Incorporated, Corp., Corporation, etc.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

To: Michelle Hodges  
Document Specialist

Letter Number: 102A00059236

✓ WAS There.

From: Melonie / CT

Must Have Friday's Date  
10-25-02

Shane-Jul

RECEIVED  
02 OCT 28 PM 4:14  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

## RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Butch Carter, does hereby certify that this Resolution of the Board of Directors of Carter Group Inc., a corporation duly organized and existing under the laws of the State of Delaware (the "Corporation"), was duly adopted at a meeting of the Board of Directors of the Corporation on September 20, 2002:

Resolved, that the Corporation hereby adopts the name "Carter Group Delaware," for use in Florida.

<sup>Inc.</sup>  
Dated: October 16, 2002



Butch Carter, President

FL020 - 09/14/01 CT System Online

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02 OCT 25 PM 2:52

CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

**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. Carter Group 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. Applied For  
(FEI number, if applicable)
4. April 24, 2001  
(Date of incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist for "perpetual")
6. Upon the date of qualification  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 5108 Fairway Oaks Drive  
Windermere, Florida 34786  
(Current mailing address)
8. To conduct an automotive parts manufacturing business.  
(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: CT Corporation System  
Office Address: 1200 South Pine Island Road  
Plantation, 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.*

CT Corporation System

Susan L. Eldredge  
(Registered agent's signature)

Susan L. Eldredge  
Asst. Secretary & V. President

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: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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02 OCT 25 PM 2:52  
CLERK OF THE STATE  
TALLAHASSEE, FLORIDA

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: Charles Childers

Address: 1206 Ballentry Lane  
McLean, Virginia 22101

~~Vice Chairman~~ Director: Butch Carter

Address: 5108 Fairway Oaks Drive  
Windermere, Florida 34786

Director: Earl Storie

Address: 291 Watson Avenue  
Oakville LeJ 3V3

Director: Ronald Hall

Address: 146 Keelson Drive  
Detroit, Michigan 48215

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: Butch Carter

Address: 5108 Fairway Oaks Drive  
Windermere, Florida 34786

~~Vice President~~ Chief Operating Officer: Johan van't Hof

Address: 47 Golfdale Road  
Toronto, Ontario M4N 2B5

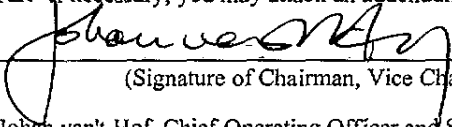
Secretary: Johan van't Hof

Address: 47 Golfdale Road  
Toronto, Ontario M4N 2B5

Treasurer: N/A

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. Johan van't Hof, Chief Operating Officer and Secretary  
(Typed or printed name and capacity of person signing application)

Carter Group Inc.

Application By Foreign Corporation For Authorization To Transact Business in Florida

Addendum 12.A. Directors

Peter Chodos  
70 York Street  
Toronto, ON  
M5J 1S9

Phil Hampson  
36 Toronto Street  
Suite 290  
Toronto, Ontario  
M5C 2C5

Cris Carter  
2493 Northwest 46<sup>th</sup> Street  
Boca Raton, Florida 33431

John Carter  
303 Broadmore Way  
McDonough, Georgia 30283

Dennis R. wing  
16 Highland Avenue  
Toronto, ON  
M4W 2A3

# Delaware

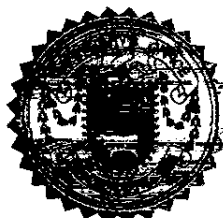
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CARTER GROUP 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 TWENTY-THIRD DAY OF OCTOBER, A.D. 2002.

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.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3383428 8300

AUTHENTICATION: 2049325

020654022

DATE: 10-23-02