

F03000001753

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

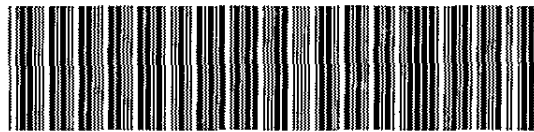
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STATE
DIVISION OF
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TALLAHASSEE, FLORIDA

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GP

CT CORPORATION

April 8, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

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DIVISION OF CORPORATIONS
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Re: Order #: 5825821 SO
Customer Reference 1: EO358-00001
Customer Reference 2: na

Dear Secretary of State, Florida:

Please file the attached:

SABA Holding Company (DE)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

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

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
SABA HOLDING COMPANY
IN LIEU OF ORGANIZATION MEETING**

The undersigned, being all of the directors of SABA Holding Company, a Delaware corporation (the "Corporation"), in accordance with the applicable provisions of the Delaware General Corporation Law, do hereby consent to, approve and adopt the following resolutions in lieu of an organization meeting:

RESOLVED, that the Certificate of Incorporation of the Corporation in the form attached hereto is hereby accepted and ordered placed in the minute book; and

FURTHER RESOLVED, that the By-Laws in the form attached hereto are hereby accepted as the By-Laws of the Corporation and ordered placed in the minute book; and

FURTHER RESOLVED, that the form of stock certificate attached hereto and labeled "Specimen" is hereby accepted as the form of stock certificate for the Corporation's common stock; and

FURTHER RESOLVED, that the seal, an impression of which is affixed hereto, is hereby adopted as the corporate seal of the Corporation; and

FURTHER RESOLVED, that the number of the members of the Board of Directors of the Corporation shall be two directors pursuant to the provisions of Section 3.2 of the By-Laws; and

FURTHER RESOLVED, that the following persons are hereby elected to the offices of the Corporation set forth beside their respective names to serve for such term and to be paid such compensation as this Board of Directors shall from time to time determine:

<u>NAME</u>	<u>OFFICE</u>
Patrick Olney	President
Michael P. Going	Vice President, Secretary and Treasurer

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FURTHER RESOLVED, that the proper officers of the Corporation, in its name and on its behalf, are hereby authorized and directed to open checking and borrowing accounts with such banking institutions as such officers shall from time to time determine, and the printed form of resolutions prepared by such banking institutions that are from time to time attached to the minutes of this Board of Directors shall be adopted as the resolutions of this Board of Directors; and

WHEREAS, the Corporation has received an offer from Volvo Construction Equipment North America, Inc. to purchase One Hundred (100) shares of the Corporation's \$0.01 par value Common Stock for a price of \$0.01 per share; it is

RESOLVED, that in the judgment of the Board of Directors, the price of \$0.01 per share is good and sufficient consideration for the shares offered to be purchased therefor, and the offer of Volvo Construction Equipment North America, Inc. is hereby accepted; and that the President and Secretary of the Corporation are hereby authorized and directed, upon receipt of payment in cash of \$0.01 per share from Volvo Construction Equipment North America, Inc. to execute in the name of and deliver on behalf of the Corporation, and under its corporate seal, a certificate to Volvo Construction Equipment North America, Inc. for One Hundred (100) shares of the Corporation's fully paid and non-assessable common stock; and

FURTHER RESOLVED, that the proper officers of this Corporation are hereby authorized and directed, on behalf of the Corporation and under its corporate seal, to make and file such certificates, reports or other instruments as may be required by law to be filed in any state, territory or dependency of the United States, or in any foreign country in which said officers shall find it advisable to file the same to authorize the Corporation to transact business in such state, territory, dependency or foreign country; and

FURTHER RESOLVED, the Corporation is authorized to conduct business in the State of Florida under the name "SABA Holding Company II"; and

FURTHER RESOLVED, that the Treasurer is hereby authorized to pay all fees and expenses incident to and necessary for the organization of the Corporation; and

FURTHER RESOLVED, that the Corporation hereby adopts a fiscal year which shall end on the 31st day of December of each year.

FURTHER RESOLVED, that this Consent may be executed in one or more counterparts, all of which when taken together shall become effective when one or more counterparts have been signed by each of the directors.

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IN WITNESS WHEREOF, the undersigned have executed this Consent as of the
24th day of March, 2003.

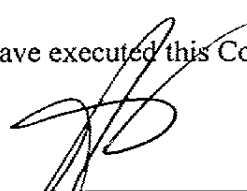
Patrick Olney, Director

Michael P. Going
Michael P. Going, Director

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IN WITNESS WHEREOF, the undersigned have executed this Consent as of the
24th day of March, 2003.



Patrick Olney, Director

Michael P. Going, Director

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**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. SABA Holding 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 3. 56-2329150
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 3/13/03 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. One Volvo Drive, Asheville, North Carolina 28803-3447
(Principal office address)
One Volvo Drive, Asheville, North Carolina 28803-3447
(Current mailing address)
8. Sale of heavy construction equipment
(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
(City) (Zip code)

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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

Commie Agnew

(Registered agent's signature)

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Patrick Olney

Address: One Volvo Drive, Asheville, North Carolina 28803

Director: Michael P. Goings

Address: One Volvo Drive, Asheville, North Carolina 28803

B. OFFICERS

President: Patrick Olney

Address: One Volvo Drive, Asheville, North Carolina 28803

Vice President: Michael P. Goings

Address: One Volvo Drive, Asheville, North Carolina 28803

Secretary: Michael P. Goings

Address: One Volvo Drive, Asheville, North Carolina 28803

Treasurer: Michael P. Goings

Address: One Volvo Drive, Asheville, North Carolina 28803

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Michael P. Goings
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael P. Goings, Vice President #1079995
(Typed or printed name and capacity of person signing application)

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SABA HOLDING 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 FOURTH DAY OF APRIL, A.D. 2003.

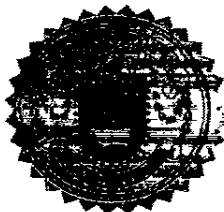
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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AUTHENTICATION: 2349848

DATE: 04-04-03



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State