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CORPORATION SYSTEM

PAGE 01/03

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REGISTERED AGENT CHANGE  
WORKHORSE SALES CORP.

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CT CORP

CT CORPORATION SYSTM

PAGE 02/03

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**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH  
FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Delaware in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: Workhorse Sales Corp.
2. The principal office address: 4201 Winfield Road, Warrenville, IL 60555
3. The mailing address (if different): \_\_\_\_\_

4. Date of incorporation/qualification: 10/14/2003 Document number: FD3000005101

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

NRAI SERVICES, INC.

2731 EXECUTIVE PARK DRIVE, Suite 4

WESTON FL 33331

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

CT Corporation System

c/o CT Corporation System, 1200 South Pine Island Road

(P.O. Box NOT acceptable)

Plantation, Florida 33324

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

By: Laura R. Broderick  
(Signature of an officer or director)

Laura R. Broderick Atty-In-Fact  
(Printed or typewritten name and title)

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. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

Christine Eastwine  
(Signature of Registered Agent)

11-21-05

(Date)

If signing on behalf of an entity:

Christine Eastwine Asst. Secy  
(Typed or Printed Name)

\*\*\* FILING FEE: \$35.00 \*\*\*

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE

MAIL TO: DIVISION OF CORPORATIONS, P.O. Box 6327, TALLAHASSEE, FL 32314

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**POWER OF ATTORNEY**

**NOTICE IS HEREBY GIVEN THAT:** Curt A. Kramer, Assistant Secretary of each of the Subsidiary Entities (as defined below), does hereby appoint Laura Broderick of CT Corporation System and Megan Gillis of CT Corporation System as attorneys-in-fact for the Subsidiary Entities, to act for, on behalf of, and in the name of the Subsidiary Entities to effect a change in the registered agent and office of the Subsidiary Entities to that of CT Corporation.

The Subsidiary Entities, having taken all necessary steps to authorize the changes, hereby grants its attorneys-in-fact the power to execute any and all documents necessary to change the Subsidiary Entities' registered agent and registered office, or the agent and office of similar import, in any state.

For purposes hereof, "Subsidiary Entities" shall mean each of the following entities: (i) Workhorse International Holding Company, a Delaware corporation, (ii) Uptime Parts, LLC, a Delaware limited liability company, (iii) Workhorse Sales Corp., a Delaware corporation and (iv) Workhorse Custom Chassis, LLC, an Illinois limited liability company.

This Power of Attorney expires at the completion of the change of agent process.

**IN WITNESS WHEREOF**, the undersigned has executed this Power of Attorney on this 9<sup>th</sup> day of November, 2005.

By:

  
Curt A. Kramer, Assistant Secretary of  
the Subsidiary Entities