

Division of Corporations

Page 1 of 1

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 222-9428

FOREIGN PROFIT QUALIFICATION

DFO Holding Company

Certificate of Status	0
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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. DFO 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. 38-3311929
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 08/08/1996 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 01/01/1997
(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 American Road, Dearborn, MI 48126
(Principal office address)
same
(Current mailing address)
8. Investment financing
(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/o 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
by: 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. _____

Susan J. Thomas, Secretary
(Typed or printed name and capacity of person signing application)

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DEO Holding Company

Primary Address and address of Officers and Directors

One American Road
Dearborn, MI 48126

DIRECTORS:

Bibiana Boerio	Director
David M. Brandi	Director
Timothy J. Kuehn	Director

OFFICERS:

Bibiana Boerio	Chairman of the Board and Treasurer
David M. Brandi	President and Assistant Treasurer
David L. Korman	Executive Vice President - General Counsel
Timothy J. Kuehn	Vice President & Controller
Susan J. Thomas	Secretary
Carol V. Rogoff	Assistant Secretary
Peter J. Sherry, Jr.	Assistant Secretary
Craig L. Sigworth	Assistant Secretary
James M. Swartz	Assistant Secretary
Stacy P. Thomas	Assistant Secretary
David P. Cosper	Assistant Treasurer
Mark S. Erskine	Assistant Treasurer
Kathleen M. Gallagher	Assistant Treasurer
Mary A. Lehmann	Assistant Treasurer
Ann Marie Petach	Assistant Treasurer
Neil M. Schloss	Assistant Treasurer
Dennis A. Tosh	Assistant Treasurer

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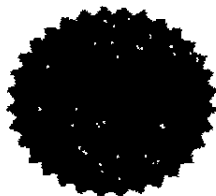
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DFO 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 THIRTEENTH DAY OF NOVEMBER, A.D. 2003.

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

2651855 8300

AUTHENTICATION: 2746444

030730013

DATE: 11-13-03