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Division of Corporations

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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

FOREIGN PROFIT/NONPROFIT CORPORATION

Specialty Motors Group Holding Group

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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. Specialty Motors Group Holding Corp.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 26-1424794

(FEI number, if applicable)

4. 10/30/07

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. _____

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 5200 Town Center Circle, Suite 600, Boca Raton, FL 33486

(Principal office address)

5200 Town Center Circle, Suite 600, Boca Raton, FL 33486

(Current mailing address)

8. Holding Company

(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 NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

, 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

By: Carrie B...

(Registered agent's signature)

**COMM. STAFF
SPECIAL ASSISTANT**

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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 ATTACHED LISTING

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHED LISTING

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 Director or Officer listed in number 12 of the application)

14. _____

Michael McConvery, Vice President

(Typed or printed name and capacity of person signing application)

SPECIALTY MOTORS GROUP HOLDING CORP.
Listing of Directors and Officers

No. 12 Names and business addresses of officers and/or directors:

A. DIRECTORS:

<u>Office</u>	<u>Name</u>	<u>Address</u>
Director	Mike Alger	5200 Town Center Circle, Suite 600, Boca Raton, Florida 33486
Director	David Finnigan	5200 Town Center Circle, Suite 600, Boca Raton, Florida 33486
Director	Kevin Calhoun	5200 Town Center Circle, Suite 600, Boca Raton, Florida 33486

B. OFFICERS:

<u>Office</u>	<u>Name</u>	<u>Address</u>
Vice President and Assistant Secretary	Michael McConvery	5200 Town Center Circle, Suite 600, Boca Raton, Florida 33486
Vice President and Assistant Secretary	Mark Hajduch	5200 Town Center Circle, Suite 600, Boca Raton, Florida 33486
Vice President and Assistant Treasurer	Melissa Kjafter	5200 Town Center Circle, Suite 600, Boca Raton, Florida 33486
Vice President, Assistant Secretary and Assistant Treasurer	Dan Hallanger	402 East Haven St., Eaton Rapids, Michigan 48827

Delaware

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SPECIALTY MOTORS GROUP HOLDING CORP." 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 EIGHTEENTH DAY OF DECEMBER, A.D. 2007.

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



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You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6249125

DATE: 12-18-07