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10/13/10

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Fisker Automotive, Inc.
Name of Corporation – must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", or "Certificate of Good Standing" and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Andreas Seidel
Name of Person

Butzel Long
Firm/Company

150 West Jefferson, Suite 100
Address

Detroit, MI 48226
City/State and Zip Code

seidela@butzel.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Andreas Seidel at (313) 983 7417
Name of Person Area Code & Daytime Telephone Number

MAILING ADDRESS:
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

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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. Fisker Automotive, Inc.
(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 3. 28-0889075
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 03/27/2008 5. perpetual
(Date of incorporation) (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. 19 Corporate Park, Irvine, CA 92608
(Principal office address)

19 Corporate Park, Irvine, CA 92608
(Current mailing address)

8. Vehicle Distributor
(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)

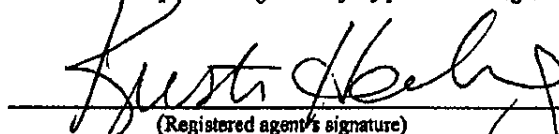
Name: CT Corporation System

Office Address: 1200 South Pine Island Road,

Plantation, 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.


(Registered agent's signature)

Kristine Heiberger
Assistant 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.

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Henrik Fisker

Address: 19 Corporate Park, Irvine, CA 92606

Vice Chairman: _____

Address: _____

Director: Raymond J. Lane

Address: 2750 Sand Hill Road, Menlo Park, CA 94025

Director: Victor Doolan

Address: 19 Corporate Park, Irvine, CA 92606

B. OFFICERS

President: Henrik Fisker, Chief Executive Officer

Address: 19 Corporate Park, Irvine, CA 92606

Vice President: Bernhard Koehler, Chief Operating Officer

Address: 19 Corporate Park, Irvine, CA 92606

Secretary: Matt Paroly

Address: 19 Corporate Park, Irvine, CA 92606

Treasurer: Joseph Henry DaMour, Chief Financial Officer

Address: 19 Corporate Park, Irvine, CA 92606

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

13. Matt Paroly, Secretary
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Matt Paroly, Secretary
(Typed or printed name and capacity of person signing application)

**Attachment
to
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

Fisker Automotive, Inc.

(Additional Directors)

NAME	BUSINESS OR RESIDENCE ADDRESS
Director Richard Li Tzar	19 Corporate Park, Irvine, CA 92606
Director Keith G. Daubenspeck	19 Corporate Park, Irvine, CA 92606
Director Jason Forcier	19 Corporate Park, Irvine, CA 92606
Director Dr. Hans-Joachim Shöpf	19 Corporate Park, Irvine, CA 92606
Director Barry Huff	19 Corporate Park, Irvine, CA 92606
Director Dr. Kamel Maamria	19 Corporate Park, Irvine, CA 92606

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DIVISION OF CORPORATION

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "FISKER AUTOMOTIVE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-SEVENTH DAY OF MARCH, A.D. 2008, AT 11:18 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-SEVENTH DAY OF MAY, A.D. 2008, AT 2:18 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE TWENTY-SEVENTH DAY OF MAY, A.D. 2008, AT 2:40 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE TWENTY-EIGHTH DAY OF AUGUST, A.D. 2008, AT 6:04 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE FOURTH DAY OF FEBRUARY, A.D. 2009, AT 3:26 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE TWENTY-EIGHTH DAY OF APRIL, A.D. 2009, AT 7:13 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE EIGHTEENTH DAY OF SEPTEMBER,

4525516 8310

100820596

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8167360

DATE: 08-11-10

Delaware

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A.D. 2009, AT 4:09 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE THIRTEENTH DAY OF JANUARY,
A.D. 2010, AT 7:43 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE FOURTEENTH DAY OF APRIL,
A.D. 2010, AT 7:48 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-FIRST DAY OF APRIL,
A.D. 2010, AT 2:53 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION, "FISKER AUTOMOTIVE, INC.".

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES
HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE
BEEN FILED TO DATE.

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DIVISION OF CORPORATION
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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8167360

DATE: 08-11-10