

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS BUILDING  
TALLAHASSEE, FL 32314  
904-222-9111  
904-222-0111 FAX

F95000000094

**CSO networks**

MAIL TO:  
P.O. Box 5020  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 422597 3525A

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : @ 122.50

ORDER DATE : July 12, 1994

ORDER TIME : 10:25 AM

ORDER NO. : 422597

CUSTOMER NO: 3525A

000001228760

CUSTOMER: Lucia Barcklow, Legal Asst  
Hall Dickler Kent Friedman

909 Third Avenue, 27th Floor  
New York, NY 10022-9998

FOREIGN FILINGS

NAME: RT FRICTION, INC.

~~1294 15597~~

~~11111111~~

XX PROFIT  
NON-PROFIT

XX CORPORATE  
LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

FILED  
DIVISION OF REVENUE  
95 JAN - 5 PM 12:16

*5/6*



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

July 15, 1994

CIS/WALK-IN

TALLAHASSEE, FL

SUBJECT: RT FRICTION, INC.  
Ref. Number: W94000015597

We have received your document for RT FRICTION, INC. and your check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following:

Section 607.1502(4) or 617.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1400.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Steven Harris  
Corporate Specialist

Letter Number: 894A00032881

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JUL 15 1994



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

December 2, 1994

CIS/WALK-IN

TALLAHASSEE, FL

SUBJECT: RT FRICTION, INC.  
Ref. Number: W94000015597

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for RT FRICTION, INC..

The referenced application states that the corporation has transacted business in the State of Florida since October 1, 1992. You were notified by letter dated July 15, 1994, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$1400.00 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (904) 487-6091.

Steven Harris  
Corporate Specialist      Letter No. 694A00051588

Enclosure

95 JAN -6 PM 12:16  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

AFFIDAVIT

STATE OF FLORIDA     )  
                                  ) ss.:  
COUNTY OF PALM BEACH )

Bernard H. Bard, being duly sworn, deposes and says:

1. I am the Executive Vice President and Chief Financial Officer of RT Industries, Inc. ("RT"), a Delaware corporation, having its principal place of business at 7280 West Palmetto Park Road, Boca Raton, Florida.

2. RT Friction, Inc. ("Friction"), a Missouri Corporation, is a wholly-owned subsidiary of RT.

3. In connection with a certain loan agreement entered into between RT and RT's secured lender, Friction was required to qualify to do business in the State of Florida.

4. Consequently, an application (the "Application") for authority to transact business was submitted for filing on behalf of Friction with the Florida Department of State.

5. As a wholly-owned subsidiary of RT, Friction's books of account are maintained by RT's administrative staff in the State of Florida. In addition, Friction's bank accounts are maintained in the State of Florida and the meetings Friction's Board of Directors are held in RT's Florida offices (the same individuals constitute the Board of Directors of both Friction and RT, all of whom reside in Florida).

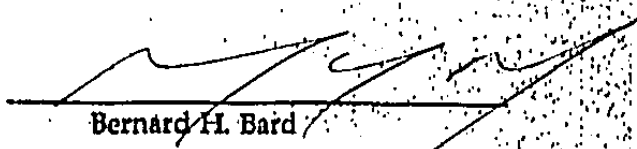
The foregoing are the only activities carried out by Friction in the State of Florida.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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6. The Application Indicated Friction conducted business in Florida since October 1, 1992 (the date Friction commenced its business operations) under the mistaken belief that the activities referred to in Item 5 above constituted doing business in Florida.

7. Section 607.1501(2) of the Florida Statutes (1993) provides that the activities referred to in Item 5 above do not constitute transacting business in the State of Florida within the meaning of Section 607.1501(1).

8. Friction has not transacted business in the State of Florida within the meaning of Section 607.1501(1) prior to the Application filing year and the information contained in the Application that Friction first transacted business in Florida on October 1, 1992 is incorrect:



Bernard H. Bard

Sworn to before me  
this 21 day of December, 1994



Notary Public

**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. RT Friction, Inc.  
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. Missouri  
(State or country under the law of which it is incorporated)
3. March 11, 1992      4. Perpetual  
(Date of Incorporation)      (Duration)
5. 43-1615007  
(Federal Employer Identification number, if applicable)
6. 10/92  
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 100 Industrial Blvd. Caruthersville Mo 63830  
(Current mailing address)
8. Refinish and remake automobile parts  
(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

**A. Directors:**

Chairman: \_\_\_\_\_  
Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_  
Address: \_\_\_\_\_

Director: Ronald Tygar  
Address: 7280 West Palmetto Park Road, Suite 306  
Boca Raton, Florida 33433

Director: Neil Tygar  
Address: 7280 West Palmetto Park Road, Suite 306  
Boca Raton, Florida 33433

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JUL 16 1992

**B. Officers:**

President: Ronald Tygar  
Address: 7280 W. Palmetto Park Rd., Suite 306  
Boca Raton, Florida 33433

Vice President: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: Neil Tygar  
Address: 7280 W. Palmetto Park Rd., Suite 306  
Boca Raton, Fl. 33433

Treasurer: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

**10. Name and Street address of Florida registered agent:**

Name: Bernard Bard  
Office Address: 7280 West Palmetto Park Road, Suite 306  
Boca Raton, Florida 33433  
Zip Code

**11. 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 am familiar with and accept the obligations of my position as registered agent.

Registered agent's signature: \_\_\_\_\_

Bernard Bard

12. 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.

13. \_\_\_\_\_  
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Ronald Tygar, President  
(Name and capacity of person signing application)

# STATE OF MISSOURI



**Judith K. Moriarty**

SECRETARY OF STATE

CORPORATION DIVISION

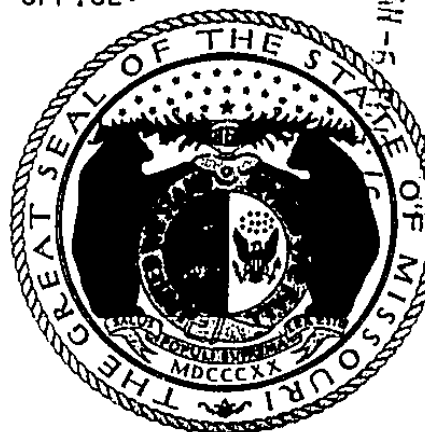
## CERTIFICATE OF CORPORATE GOOD STANDING

I, JUDITH K. MORIARTY, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT THE RECORDS IN MY OFFICE AND IN MY CARE AND CUSTODY REVEAL THAT  
RT FRICTION, INC.

WAS INCORPORATED UNDER THE LAWS OF THIS STATE ON THE 11TH DAY OF MARCH, 1992, AND IS IN GOOD STANDING, HAVING FULLY COMPLIED WITH ALL REQUIREMENTS OF THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 13TH DAY OF JULY, 1994.

*Judith K. Moriarty*  
Secretary of State



95 JAN - 5  
DIVISION OF CORPORATE AFFAIRS  
SECRETARY OF STATE