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TRANSMITTAL LETTER

~~CONFIDENTIAL~~

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

RECEIVED
FEB 11 1985
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SUBJECT: L P M GROUP LTD
(Name of corporation - must include suffix)

RECEIVED
FEB 11 1985
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

MELVIN SMITH
(Name of Person)
L P M GROUP LTD
(Firm/Company)
2410 EXPRESSWAY DRIVE SOUTH
(Address)
ISLANDIA NEW YORK 11722
(City, State and Zip Code)

1095-20108

Should you need to call someone concerning this matter, please call:

MELVIN SMITH at (516) 348-7714
(Name of Person) Area Code & Daytime Telephone Number

5/6

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB - 6 PM 12:23

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 30, 1995

I.P.M. GROUP LTD.
% MELVIN SMITH
2910 EXPRESSWAY DR., SOUTH
ISLANDIA, NY 11722

SUBJECT: I.P.M. GROUP LTD.
Ref. Number: W95000002068

We have received your document for I.P.M. GROUP LTD. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of LIMITED or LTD. is not sufficient as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

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 \$700.00.

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.

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

Steven Harris
Corporate Specialist

Letter Number: 995A00003797

FILED
SECRETARY OF STATE
FEB - 5 PM 12:29
TALLAHASSEE, FLORIDA

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. IFM GROUP, LTD., INC.
(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. NEW YORK 3. 11-3-42653
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. DECEMBER 14, 1993 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. APRIL 1994
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 2111 LAKESIDE DRIVE, SUITE 100
150 ANDERSON NEW YORK 11754
(Current mailing address)

8. WHOLESALE - DISTRIBUTOR OF AUTOMOBILE PARTS
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: FANNY MENDELSON

Office Address: 4761-4765 NORTH 72ND AVENUE

Miami

, Florida,

33166
(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.

[Signature]
(Registered agent's signature)

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____
_____Director: LOUIS LILATERAddress: 3110 EXPRESSWAY DRIVE SOUTH
ISLANDIA NEW YORK 11722Director: JAMES J. HUMEAddress: 3110 EXPRESSWAY DRIVE SOUTH
ISLANDIA NEW YORK 11722

B. OFFICERS

President: J. DAVID ELLISAddress: 3110 EXPRESSWAY DRIVE SOUTH
ISLANDIA NEW YORK 11722Vice President: JAMES J. HUMEAddress: 3110 EXPRESSWAY DRIVE SOUTH
ISLANDIA NEW YORK 11722Secretary: JAMES J. HUMEAddress: 3110 EXPRESSWAY DRIVE SOUTH
ISLANDIA NEW YORK 11722

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.

JAMES J. HUME SECRETARY
(Typed or printed name and capacity of person signing application)SECRET-11-50
CONFIDENTIAL
95 FEB -6 PM 12:20

State of New York | ss:
Department of State

I hereby certify, that the certificate of incorporation of I.P.M. GROUP LTD. was filed 12/14/1990, under the name of K-N GROUP, INC., with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment of K-N GROUP, INC., changing name to I.P.M. GROUP LTD., was filed 04/17/1992.

...

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 23rd day of January
one thousand nine hundred and
ninety-five.

Alexander F. Trenchwell

Secretary of State

199501240226

FILED
SECRETARY OF STATE
DIVISION
95 FEB - 1 PM 12:28