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June 14, 1995

Reply To:

Florida Department of State  
Qualification and Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Orlando

RE: Hersham USA, Inc.

To Whom It May Concern:

Enclosed for filing is our Application by a Foreign Corporation for Authorization to Transact Business in Florida along with our check in the amount of 122.50 dollars as payment for the filing fee, resident agent designation, and certified copy.

Should you need anything further please contact the undersigned. Thank you for your kind assistance.

Very truly yours,

*Jennifer A. Cory*  
Jennifer A. Cory  
Attorney at Law

Enclosures

95 JUN 21 11 4:36  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

W95-12646

800001517558  
-06/20/95--01066--001  
\*\*\*\*122.50 \*\*\*\*122.50

10-3



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

June 21, 1995

JENNIFER L CORY  
LAVIGNE, WASHBURN & LANE  
5401 S. KIRKMAN RD., STE 500  
ORLANDO, FL 32819

SUBJECT: HERSHAM USA, INC.  
Ref. Number: W95000012646

*Called Jennifer 6-28-95*

*explained we need CUS*

*and R.A. signature*

*called 9-25*

We have received your document for HERSHAM USA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501, F.S., must be set forth in section 6 of the application. If the corporation has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office is required to collect the minimum civil penalty of \$500 for each year other than the application filing year, that a foreign corporation transacts business in this state without authority along with the past annual report fees due this office.)

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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.

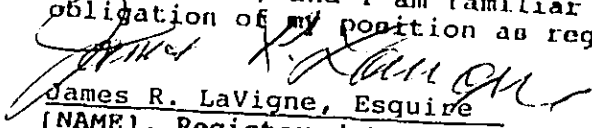
Doug Dickinson  
Document Specialist

Letter Number: 995A00030461

APPLICATION BY A FOREIGN CORPORATION FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH FSA § 607.1503, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE  
OF FLORIDA:

1. Name of Corporation [IF NOT ALREADY CONTAINED IN THE NAME,  
ADD ONE OF THE FOLLOWING WORDS: "INCORPORATED," "COMPANY,"  
OR "CORPORATION," OR THE ABBREVIATIONS "CORP.," "INC." OR  
"CO.," OR WORDS OF LIKE IMPORT IN LANGUAGE THAT WILL CLEARLY  
INDICATE THAT IT IS A CORPORATION INSTEAD OF A NATURAL  
PERSON OR PARTNERSHIP]:  
Hersham USA, Inc.
2. The (state)(country) under whose laws the corporation is  
incorporated:  
Illinois
3. FEI number, if applicable:  
363960168
4. Date of incorporation in the domiciliary (state)(country):  
June 24, 1994
5. Duration:  
Perpetual
6. Date first transacted business in Florida [SEE FSA §§  
607.1501, 607.1502 and 817.155]:  
Upon qualification
7. Current mailing address:  
11310 S. Orange Blossom Trail, Suite 137, Orlando, FL 32837
8. Purpose(s) of corporation authorized in home state or  
country to be carried out in the state of Florida:  
sales and marketing of heavy duty truck exhaust, brakes and  
other related trucking parts and supplies
9. Name and street address of Florida registered agent:  
James R. LaVigne, Esquire, LaVigne & Lane, P.A., 5401 S. Kirkman  
Road, Suite 500, Orlando, Florida 32819
10. Having been named as registered agent and to accept service  
of process for the above stated corporation, 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  
obligation of my position as registered agent.

  
James R. LaVigne, Esquire  
[NAME], Registered Agent

RECEIVED  
JUN 24 1994  
FBI  
JUN 24 1994  
FBI

11. Attached hereto is a certificate of existence (or document of similar import) duly authenticated by the secretary of state or other official having custody of corporate records in the state or country under whose laws the corporation is incorporated.
12. The names and addresses of each of the corporation's directors are as follows:  
Victor A. & Eileen E. Harris, Ford, Nr. Arundel Unit U7  
West Sussex BN18 OBS England
13. The names and addresses of each of the corporation's officers are as follows:  
Victor A. Harris, President  
Eileen E. Harris, Vice Pres.  
Ford, Nr. Arundel Unit U7  
West Sussex BN18OBS England
- James Fawke, Secretary  
Janet P. Fawke, Treasurer  
11310 S. Orange Blossom Trail  
Suite 136  
Orlando, Florida 32837

Date:



[OFFICER'S NAME & TITLE]

James Fawke, Secretary

File Number 5787-275-6



**To all to whom these Presents Shall Come, Greeting:**

*I, George H. Ryan, Secretary of State of the State of Illinois,*  
*do hereby certify that* **HERSHAM USA, INC., A DOMESTIC CORPORATION,**  
**INCORPORATED UNDER THE LAWS OF THIS STATE JUNE 24, 1994, APPEARS TO**  
**HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION**  
**ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND**  
**PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD**  
**STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS\*\*\*\*\***



**In Testimony Whereof,** *I hereto set*  
*my hand and cause to be affixed the Great Seal of*  
*the State of Illinois this* 11TH  
*day of* SEPTEMBER *A.D., 19* 95

*George H Ryan*  
\_\_\_\_\_  
SECRETARY OF STATE