



F97000005808

ACCOUNT NO. : 072100000032

REFERENCE : 471072 170467A

AUTHORIZATION :

COST LIMIT *Patacca 70.00 Project*

ORDER DATE : July 22, 1997

ORDER TIME : 10:37 AM

ORDER NO. : 471072-020

100002248791--1

CUSTOMER NO: 170467A

CUSTOMER: Ms. Phoebe Shaw
Trace International Holdings,
375 Park Avenue
11th Floor
New York, NY 10152

W97-1730/

FOREIGN FILINGS

NAME: UNITED AUTOCARE PRODUCTS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

July 28, 1997

CSC NETWORKS
DANIEL W. LEGGETTSUBJECT: UNITED AUTOCARE PRODUCTS, INC.
Ref. Number: W97000017301**RESUBMIT**Please give original
submission date as file date. *

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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 (850) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 297A00037944

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* 60 Days expired.
Will not back date.

**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. United AutoCare Products, 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. Delaware
(State or country under the law of which it is incorporated)
3. 13-3922210
(FEI number, if applicable)

4. February 6, 1997
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 375 Park Ave., 22nd Floor, New York, New York 10152
(Current mailing address)

8. Marketing and sale of peripheral automobile products.
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(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.

By: [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.

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12. Names and addresses of officers and/or directors: (Street address **ONLY**- P.O. Box **NOT** acceptable)

A. **DIRECTORS** (Street address only- P.O. Box **NOT** acceptable)

Chairman:

PLEASE SEE ATTACHED

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. **OFFICERS** (Street address only- P.O. Box **NOT** acceptable)

President:

PLEASE SEE ATTACHED

Address:

Vice President:

Address:

Secretary:

Address:

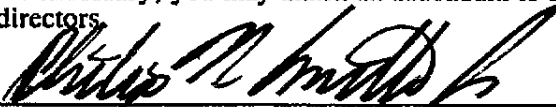
Treasurer:

Address:

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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.

Philip N. Smith, Jr. Vice President and Secretary

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

ATTACHMENT

DIRECTORS AND OFFICERS
OF
UNITED AUTOCARE PRODUCTS, INC.

Directors

<u>Name</u>	<u>Address</u>
Marshall S. Cogan	375 Park Avenue, 11th Floor New York, NY 10152
Robert H. Nelson	375 Park Avenue, 11th Floor New York, NY 10152
James R. Davidson	375 Park Avenue, 22nd Floor New York, NY 10152

Officers

<u>Name</u>	<u>Title</u>	<u>Address</u>
Marshall S. Cogan	Chairman and Chief Executive Officer	375 Park Avenue, 11th Floor New York, NY 10152
Robert H. Nelson	Vice President and Treasurer	375 Park Avenue, 11th Floor New York, NY 10152
James R. Davidson	Vice President and Assistant Treasurer	375 Park Avenue, 22nd Floor New York, NY 10152
Karl H. Winters	Vice President and Assistant Treasurer	375 Park Avenue, 11th Floor New York, NY 10152
Philip N. Smith, Jr.	Vice President and Secretary	375 Park Avenue, 11th Floor New York, NY 10152
Tambra S. King	Assistant Secretary	375 Park Avenue, 11th Floor New York, NY 10152

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ATTACHED

United AutoCare Products, Inc.
Officer and Director Information

DIRECTORS

Marshall S. Cogan
810 Fifth Avenue, Apt. 6
New York, NY 10021

Robert H. Nelson
20 Greenwood Lane
Woodbury, NY 11797

James R. Davidson
70 Magnolia Ave.
Kearny, NJ 07032

OFFICERS

Marshall S. Cogan	-	Chairman and Chief Executive Officer	-	see address above
Robert H. Nelson	-	Vice President and Treasurer	-	see address above
James R. Davidson	-	Vice President and Assistant Treasurer	-	see address above

Karl H. Winters	-	Vice President and Assistant Treasurer
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821 Albemarle St.
Wycoff, NJ 07481

Philip N. Smith, Jr.	-	Vice President and Secretary
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434 E. 52nd St.
Apt. 8-G
New York, NY 10022

Tambra S. King	-	Assistant Secretary
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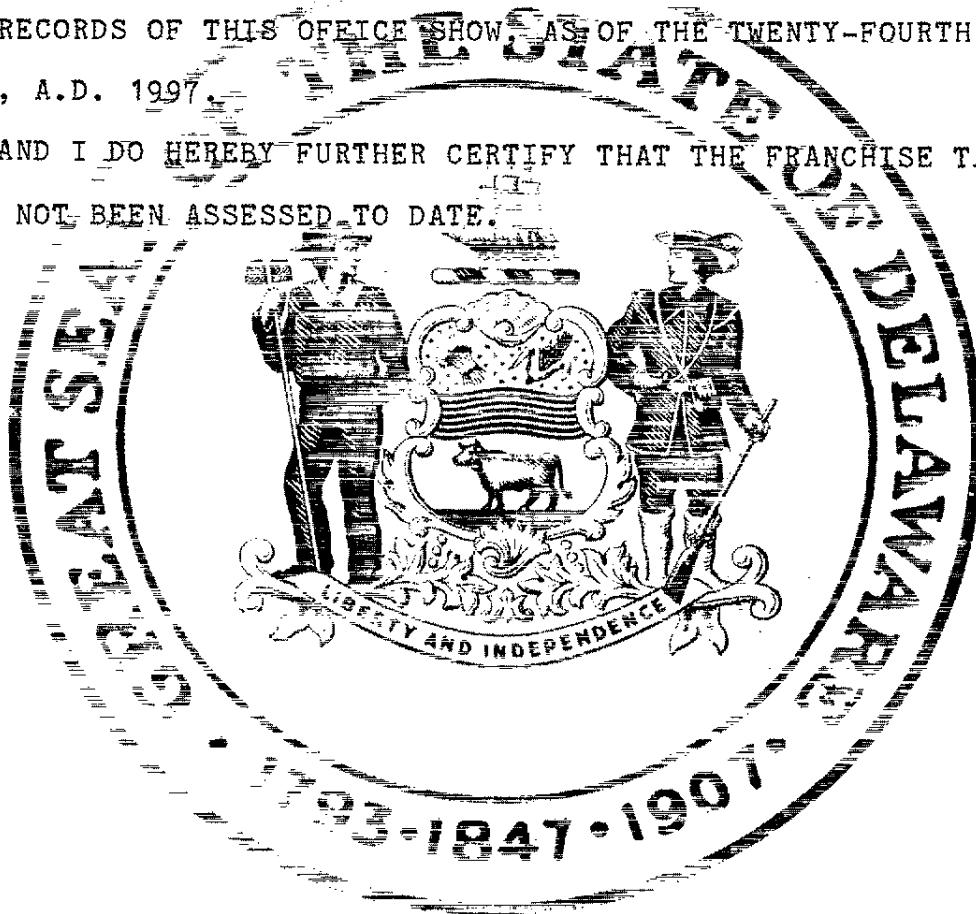
400 E. 57th St.
Apt. 2E
New York, NY 10022

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DIVISION OF CORPORATE AFFAIRS
97 NOV -3 PM 3:56

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UNITED AUTOCARE PRODUCTS, INC." 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 TWENTY-FOURTH DAY OF JULY, A.D. 1997.

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



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -3 PM 3:56



Edward J. Freel

Edward J. Freel, Secretary of State

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8573631

AUTHENTICATION:

DATE:

07-24-97