

F980000000676



ACCOUNT NO. : 072100000032

REFERENCE : 669100 7120020

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 70.00

ORDER DATE : January 14, 1998

ORDER TIME : 10:48 AM

800002408618--5

ORDER NO. : 669100-005

CUSTOMER NO: 7120020

CUSTOMER: Ms. Darlene Aumer
S. Friedman & Associates, P.c.
Ste 1550
1050 Crown Pointe Parkway
Atlanta, GA 30338

W98-1530

P. 505

FOREIGN FILINGS

NAME: BRAKE TECHNOLOGY OF AMERICA,
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: Andrew Cumper

DIVISION OF CORPORATION

98 JAN 22 AM 11:08 JAN 22 AM 9:01

RECEIVED SECRETARY OF STATE
DIVISION OF CORPORATIONS

mtm
2/5



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 22, 1998

CSC
ATTN: ANDREW CUMPER

SUBJECT: BRAKE TECHNOLOGY OF AMERICA, INC.
Ref. Number: W98000001510

Your application has been retained in our office but has not been filed, for the following reason:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 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 entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$5,915.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business 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 in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 798A00003561

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AFFIDAVIT OF DIETER GOLDBACH

Personally appeared before the undersigned attesting officer came DIETER GOLDBACH, who after being duly sworn, states under oath as follows:

1.

I, DIETER GOLDBACH, am more than eighteen (18) years of age and am competent to testify as to the matters contained herein.

2.

On or about January 12, 1998, I signed an Application by Foreign Corporation for Authorization to Transact Business in Florida in order that Brake Technology of America, Inc. can be domesticated in the State of Florida.

3.

Brake Technology of America, Inc. was incorporated in the State of Georgia on March 1, 1993.

4.

On line 6 of the Application, I erroneously stated that the company had been doing business in Florida since April 1, 1993.

5.

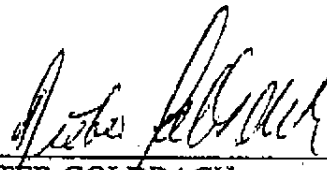
Since inception, Brake Technology of America, Inc. has only conducted its business in the State of Georgia.

6.


The correct date to be filled in on line 6 of the application is February 15, 1998, which date is the anticipated start date in Florida.

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FURTHER AFFIANT SAYETH NAUGHT.


DIETER GOLDBACH

Sworn to and subscribed before me this
4 day of ~~January~~, 1998.
February


Notary Public



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

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Brake Technology of America, 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. Georgia
(State or country under the law of which it is incorporated)
3. 58-2040114
(FEI number, if applicable)
4. March 1, 1993
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. April 01, 1993
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 9526 Mariners Cove Lane
Fort Meyers, FL 33919
(Current mailing address)
8. Distribution of Automotive 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.

Corporation Service Company

By: David Shealy
(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: Dieter Goldbach

Address: 9526 Mariners Cove Lane
Fort Meyers, FL 33919

Vice Chairman: Detlev Beier

Address: Alte Sattelfabrik 6
61350 Bad Homburg v.d.H. Germany

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Dieter Goldbach

Address: 9526 Mariners Cove Lane
Fort Meyers, FL 33919

Vice President: _____

Address: _____

Secretary: Dieter Goldbach

Address: 9526 Mariners Cove Lane
Fort Meyers, FL 33919

Treasurer: Donald Steis

Address: 5318 Capri Road
Tray, Michigan 48098

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

13. Dieter Goldbach
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Dieter Goldbach, President
(Typed or printed name and capacity of person signing application)

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**Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 980140915
CONTROL NUMBER : 9305443
DATE INC/AUTH/FILED: 03/01/1993
JURISDICTION : GEORGIA
PRINT DATE : 01/14/1998
FORM NUMBER : 211

DARLENE AUMER
1050 CROWN POINTE PKWY.
STE. 1550
ATLANTA GA 30338

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

**BRAKE TECHNOLOGY OF AMERICA, INC.
A DOMESTIC PROFIT CORPORATION**

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

Lewis A. Massey

LEWIS A. MASSEY
SECRETARY OF STATE



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