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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: STANLEY ELECTRIC SALES OF AMERICA, INC.

(Name of corporation - must include suffix)

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-03/24/98--01025--003

*****70.00 *****70.00

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:

Bonnie Stevenson, CFO

(Name of Person)

STANLEY ELECTRIC SALES OF AMERICA, INC.

(Firm/Company)

2660 Barranca Parkway

(Address)

Irvine, California 92606-5029

(City/State/Zip)

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

Bonnie Stevenson

(Name of Person)

at (714) 222-0777

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

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

MAILING ADDRESS:

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

KITAGAWA & EBERT, P.C.
ATTORNEYS AT LAW

LISA M. KITAGAWA*
JAMES R. EBERT*

* ALSO ADMITTED IN GEORGIA

8001 IRVINE CENTER DRIVE
SUITE 850
IRVINE, CALIFORNIA 92618
TEL (714) 727-0290
FAX (714) 727-0607

ATLANTA, GEORGIA OFFICE:
400 COLONY SQUARE, SUITE 200
1201 PEACHTREE STREET N.E.
ATLANTA, GEORGIA 30361
TEL (404) 870-0290
FAX (404) 870-0079

March 17, 1998

Qualification/Tax Lien Section
Division of Corporations
STATE OF FLORIDA
P. O. Box 6327
Tallahassee, FL 32314

Re: STANLEY ELECTRIC SALES OF AMERICA, INC.
Application For Authorization To Do Business in Florida

Dear Sir/Madam:

Our firm represents STANLEY ELECTRIC SALES OF AMERICA, INC. a California corporation, with regard to its application for a Certificate of Authority to do business in Florida. We have enclosed the following documents:

1. Original and two copies of the signed Application By Foreign Corporation For Authorization To Transact Business In Florida;
2. Original California Certificate of Status;
3. The Florida Transmittal Letter; and
4. A check in the amount of \$70.00 for the registration fee.

Please file the Application for Certificate of Authority and return conformed copies to our office in the enclosed return envelope. Thank you.

Sincerely yours,



Lisa M. Kitagawa

LMK/ys
encl.

cc: STANLEY ELECTRIC SALES OF AMERICA, INC.

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. STANLEY ELECTRIC SALES 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. CALIFORNIA

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. JANUARY 30, 1998

(Date of Incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. APRIL 1, 1998

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

7. 2660 BARRANCA PARKWAY

IRVINE, CALIFORNIA 92606

(Current mailing address)

The sale and distribution of headlight and taillight assemblies for use in automobiles, and electrical components such as light

8. crystal displays ("LCD'S") and light emitting diodes (LED'S)

(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: CT CORPORATE SYSTEM

Office Address: 1200 S. Pine Island Road

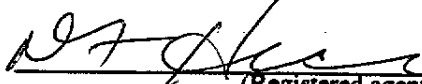
Plantation

, Florida, 33324

(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.



(Registered agent's signature)

D. F. Hickey, Assistant Secretary

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: SHUICHI ITO

Address: 2660 BARRANCA PARKWAY
IRVINE, CALIFORNIA 92606

Director: ~~Vice Chairman~~ HENRY ANDERSEN

Address: 2660 BARRANCA PARKWAY
IRVINE, CALIFORNIA 92606

Director: BONNIE STEVENSON

Address: 2660 BARRANCA PARKWAY
IRVINE, CALIFORNIA 92606

Director: SHUNSAKU ONISHI

Address: 420 E. HIGH STREET
LONDON, OHIO 43140

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

President: SHUICHI ITO

Address: 2660 BARRANCA PARKWAY
IRVINE, CALIFORNIA 92606

Vice President: N/A

Address:

Secretary: HENRY ANDERSEN

Address: 2660 BARRANCA PARKWAY
IRVINE, CALIFORNIA 92606

Treasurer: BONNIE STEVENSON

Address: 2660 BARRANCA PARKWAY
IRVINE, CALIFORNIA 92606

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

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

14. BONNIE STEVENSON, Chief Financial Officer/Treasurer
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
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State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 30th day of January, 19 98

STANLEY ELECTRIC SALES OF AMERICA INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

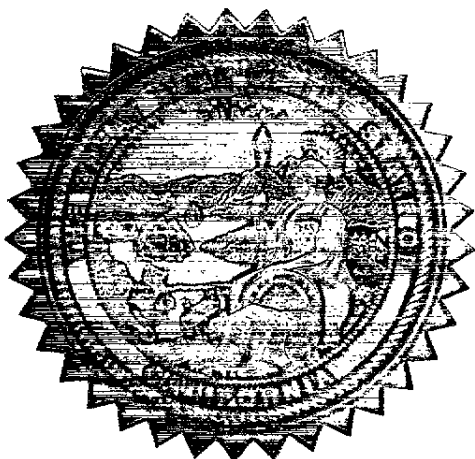
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of
the State of California this day of

March 13, 1998



Bill Jones

Secretary of State

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