

F 980000003275



ACCOUNT NO. : 072100000032  
REFERENCE : 844272 4324989  
AUTHORIZATION : Patricia Pizito  
COST LIMIT : \$ 70.00

ORDER DATE : June 4, 1998  
ORDER TIME : 12:36 PM  
ORDER NO. : 844272-035  
CUSTOMER NO: 4324989

CUSTOMER: Lisa Busalacchi, Legal Asst  
Stradling, Yocca, Carlson &  
660 Newport Center Drive  
Ste. 1600  
Newport Beach, CA 92660

200002555052--4

FOREIGN FILINGS

NAME: THE COAST DISTRIBUTION SYSTEM,  
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: Brenda Phillips

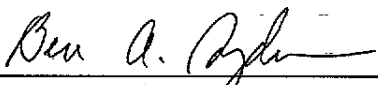
FILED  
98 JUN 10 PM 1:52  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

6/10  
RECEIVED  
98 JUN 10 PM 1:24  
DIVISION OF CORPORATION

Ben A. Frydman, Assistant Secretary of The Coast Distribution System, Inc., a corporation duly organized under the laws of the State of Delaware, does hereby certify that the following is a true and correct copy of a resolution of the Board of Directors of said corporation, adopted at a special meeting held on the 3rd of June, 1998.

"RESOLVED, that, inasmuch as this corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this corporation is not available for corporate use in the State of Florida, this corporation adopts the alternate name The Delaware Coast Distribution System, Inc. for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and

"FURTHER RESOLVED, that the officers of the corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this corporation to use the said alternate name in the transaction of business in the State of Florida."

  
Ben A. Frydman, Assistant Secretary

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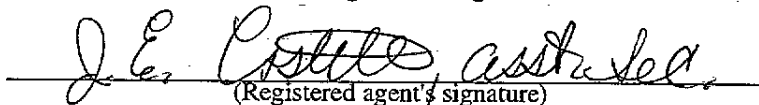
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TO TRANSACT BUSINESS IN FLORIDA**

*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. The Coast Distribution System, 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. \_\_\_\_\_  
(FEI number, if applicable)
4. 7/1/97  
(Date of Incorporation)
5. perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 1982 Zanker Road  
San Jose, CA 95112  
(Current mailing address)
8. Distribution of recreational vehicle parts and accessories  
(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.*

  
(Registered agent's signature)

J. E. Costelloe, Asst. Sec.

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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TALLAHASSEE, FLORIDA

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: See attached officers/directors rider

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: See attached officers/directors rider

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

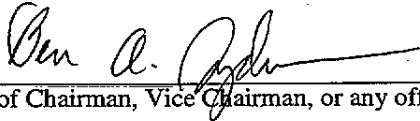
Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

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. Ben A. Frydman, Assistant Secretary  
(Typed or printed name and capacity of person signing application)

**FILED**  
98 JUN 10 PM 1:52  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

THE COAST DISTRIBUTION SYSTEM, INC.

LIST OF OFFICERS AND DIRECTORS

OFFICERS

Thomas R. McGuire	Chairman of the Board, President and Chief Executive Officer
Sandra A. Knell	Executive Vice President-Finance, Chief Financial Officer and Secretary
Jeffrey Wannamaker	Executive Vice President-Operations
David A. Berger	Executive Vice President-Marine Products
Dennis Castagnola	Senior Vice President-Proprietary Products
Ben A. Frydman	Assistant Secretary

DIRECTORS

Thomas R. McGuire  
Louis B. Sullivan  
John E. Turco  
Brian P. Friedman  
Ben A. Frydman  
Robert S. Throop

ADDRESS: The address for all officers and directors is:  
1982 Zanker Road  
San Jose, California 95112

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE COAST DISTRIBUTION SYSTEM, 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 FIFTH DAY OF JUNE, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

FILED  
98 JUN 10 PM 1:52  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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*Edward J. Freel*

Edward J. Freel, Secretary of State

9121480

06-05-98

AUTHENTICATION:

DATE: