

F98000004706

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: GB Mufflers, Inc.
(Name of corporation - must include suffix)

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:

<u>Laura Butler</u>	(Name of Person)	300002617333--3
		-08/17/98--01075--005
		*****70.00 *****70.00
<u>GB Mufflers, Inc.</u>	(Firm/Company)	300002617333--3
		-08/17/98--01075--006
		*****8.75 *****8.75
<u>9430 SW 19th Ave. Rd.</u>	(Address)	
<u>Ocala, FL 34476</u>	(City/State/Zip)	

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

Laura Butler at (352) 873-2975
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
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

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DIVISION OF CORPORATIONS

**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. GB Mufflers, 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. Michigan 3. 38-3086913
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 1989 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. August 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 9430 SW 19th Ave. Rd.
Ocala, FL 34476
(Current mailing address)

8. New location
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Laura Butler (GB Mufflers, Inc.)

Office Address: 9430 SW 19th Ave. Rd.

Ocala, Florida, 34476
(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.

Laura Butler
(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: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: N/A

Address: _____

Director: N/A

Address: _____

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

President: Laurence (Gene) Butler

Address: 9430 SW 19th Ave. Rd.

Ocala, FL 34476

Vice President: Laura Butler

Address: 9430 SW 19th Ave. Rd.

Ocala, FL 34476

Secretary: N/A

Address: _____

Treasurer: N/A

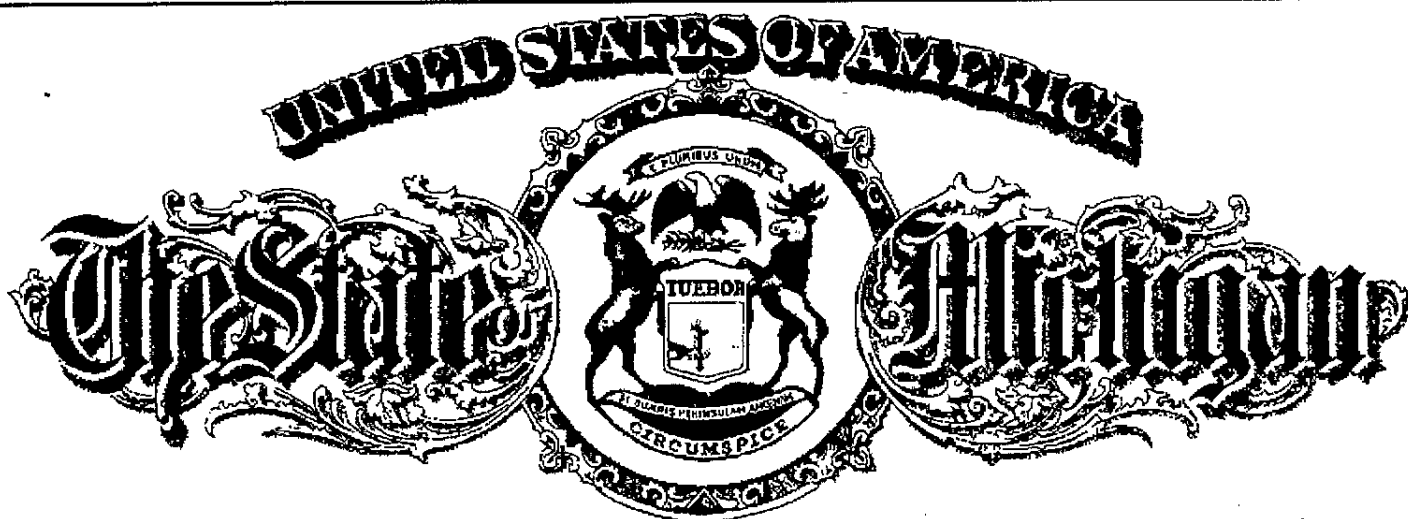
Address: _____

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

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

14. Vice-President Laura Butler
(Typed or printed name and capacity of person signing application)



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

GB MUFFLERS, INC.

was validly incorporated on January 21, 1993, as a Michigan profit corporation,
and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing
in this office as of this date and is duly authorized to transact business or conduct
affairs in Michigan and for no other purpose. It is in the usual form, made by me
as the proper officer, and is entitled to have full faith and credit given it in every
court and office within the United States.

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In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 10th day
of August, 1998.

Julie Croll

, Director

Corporation, Securities and Land Development Bureau



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