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ACCOUNT NO. : 072100000032

REFERENCE : 197807 4714946

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 7, 1999

ORDER TIME : 9:43 AM

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ORDER NO. : 197807-005

-04/08/99--01049--016

*****78.75 *****78.75

CUSTOMER NO: 4714946

CUSTOMER: Christopher A. Zappulla, Esq
Remy Amerique, Inc.
1350 Avenue Of The Americas
7th Floor
New York, NY 10019

RECEIVED

99 APR -8 AM 10:45

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: REMY AMERIQUE, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -8 PM 12:10

mtw
4/8

**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. REMY AMERIQUE, 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 3. 13-3087192
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. SEPTEMBER 15, 1981 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. APRIL 1, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1350 AVENUE OF THE AMERICAS, NEW YORK, NY 10019
(Current mailing address)

8. IMPORTER/DISTRIBUTOR
(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: THE PRENTICE-HALL CORPORATION SYSTEM, INC.

Office Address: 1201 HAYS STREET, SUITE 105

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)

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: DAVID A. MEYERS

Address: 1350 AVENUE OF THE AMERICAS
NEW YORK, NY 10019

Vice Chairman: _____

Address: _____

Director: MARTIN P. HALMI

Address: 1350 AVENUE OF THE AMERICAS
NEW YORK, NY 10019

Director: _____

Address: _____

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

President: DAVID A. MEYERS

Address: 1350 AVENUE OF THE AMERICAS
NEW YORK, NY 10019

Vice President: NONE

Address: _____

Secretary: CHRISTOPHER A. ZAPPULLA

Address: 1350 AVENUE OF THE AMERICAS
NEW YORK, NY 10019

Treasurer: MARTIN P. HALMI

Address: 1350 AVENUE OF THE AMERICAS
NEW YORK, NY 10019

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

13. Christopher A. Zappulla
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

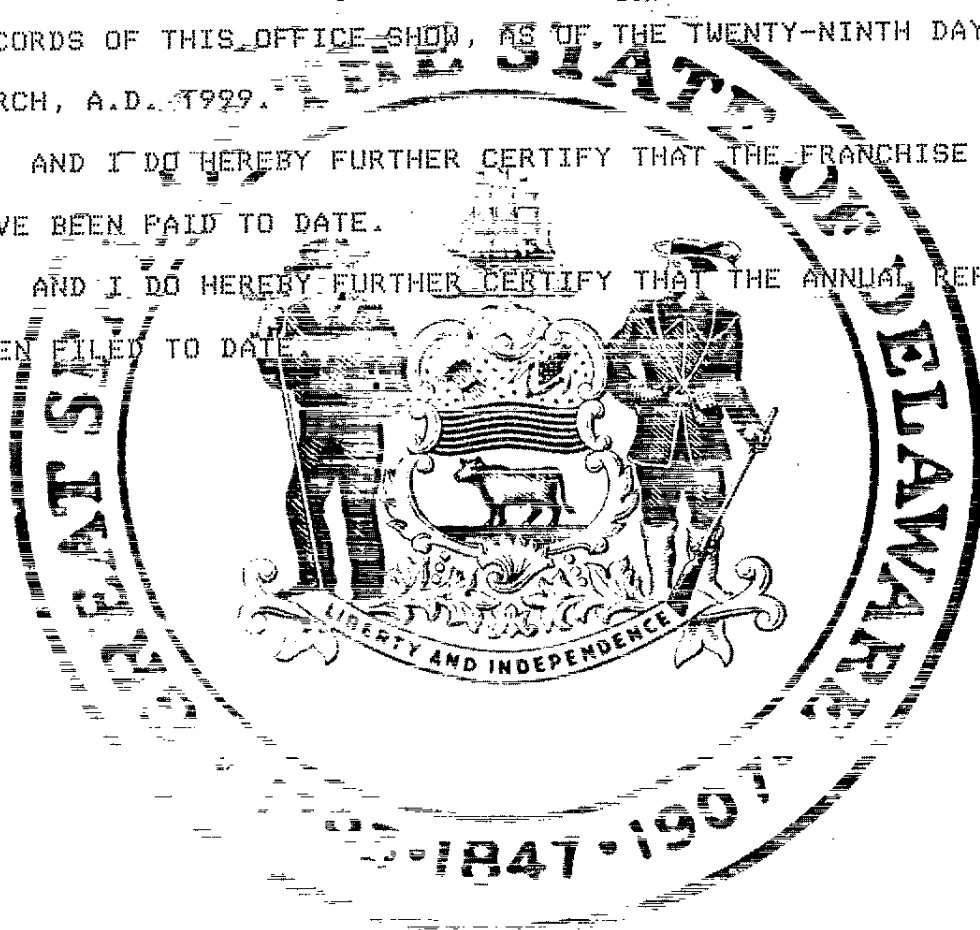
14. CHRISTOPHER A. ZAPPULLA - SECRETARY
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "REMY AMERIQUE, 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-NINTH DAY OF MARCH, A.D. 1999.

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
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -8 PM 12:10

Edward J. Freel

Edward J. Freel, Secretary of State

9655044

AUTHENTICATION:

03-29-99

DATE:

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