

F99000002691

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Magnum Group, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

100002813041---G
-03/22/99--01060--005
*****70.00 *****70.00

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:

Ann C. Brooks
(Name of Person)
Ann C. Brooks, CPA, PA
(Firm/Company)
9302 N. Century Blvd.
(Address)
Century, FL 32535
(City/State/Zip)

W99-6848

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

Ann C. Brooks at (850) 256-2999
(Name of Person) (Area Code & Daytime Telephone Number)

STREET 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

W 5/25
99 MAY 25 PM 12:46
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 22, 1999

ANN C. BROOKS
ANN C. BROOKS, CPA, PA
9302 N. CENTURY BLVD.
CENTURY, FL 32535

SUBJECT: MAGNUM GROUP, INC.
Ref. Number: W99000006848

We have received your document for MAGNUM GROUP, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please note that we are returning your certified copy, as it is not the same as the certificate we require. The certificate is a single page long and does not have any copies attached. Please contact your Secretary of State to obtain a certificate of existence.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Lee Rivers
Document Specialist

Letter Number: 599A00014060



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 7, 1999

ANN C. BROOKS
ANN C. BROOKS, CPA, PA
9302 N. CENTURY BLVD.
CENTURY, FL 32535

SUBJECT: MAGNUM GROUP, INC.
Ref. Number: W99000006848

We have received your document for MAGNUM GROUP, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The certificate of existence you submitted is for a corporation named MAGNUM DESIGN AND ENGINEERING, INC.; your application is for a corporation named MAGNUM GROUP, INC. We must file the application under the name exactly as it appears on the certificate of existence. Please submit a certificate with the name MAGNUM GROUP, INC., or correct line 1 of your application.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

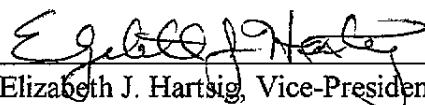
Lee Rivers
Document Specialist

Letter Number: 699A00017645

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned, Elizabeth J. Hartsig, do hereby certify that this Resolution of the Board of Directors of Magnum Group, Inc., a corporation duly organized and existing under the laws of the State of Michigan, was duly adopted on May 5, 1999. Be it resolved, that Magnum Group, Inc., organized and existing in the State of Michigan, hereby adopts the name Magnum Group Enterprises, Inc., for use in Florida.

Dated: May 5, 1999


Elizabeth J. Hartsig, Vice-President

FILED
99 MAY 25 PM 12:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**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. Magnum Group, 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
(State or country under the law of which it is incorporated)
3. 38-3444457
(FEI number, if applicable)
4. November 4, 1998
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. March 1, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 36419 Groesbeck Highway
Clinton Township, Michigan 48035
(Current mailing address)

8. Manufacturing and distribution of aftermarket automotive parts
(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: Ann C. Brooks
Office Address: 9302 N. Century Blvd.
Century, Florida, 32535
(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.

Ann C. Brooks

(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.

FILED
99 MAY 25 PM 12:46
SECRETARY OF STATE
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: Douglas L. Oakey

Address: 36419 Groesbeck Highway

Clinton Township, MI 48034

Vice Chairman: Elizabeth J. Hartsig

Address: 8310 Gates Road

Romeo, MI 48065

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Douglas L. Oakey

Address: 36419 Groesbeck Highway

Clinton Township, MI 48035

Vice President: Elizabeth J. Hartsig

Address: 8310 Gates Road

Romeo, MI 48065

Secretary: Elizabeth J. Hartsig

Address: 8310 Gates Road

Romeo, MI 48065

Treasurer: Elizabeth J. Hartsig

Address: 8310 Gates Road

Romeo, MI 48065

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

13. Elizabeth J. Hartsig

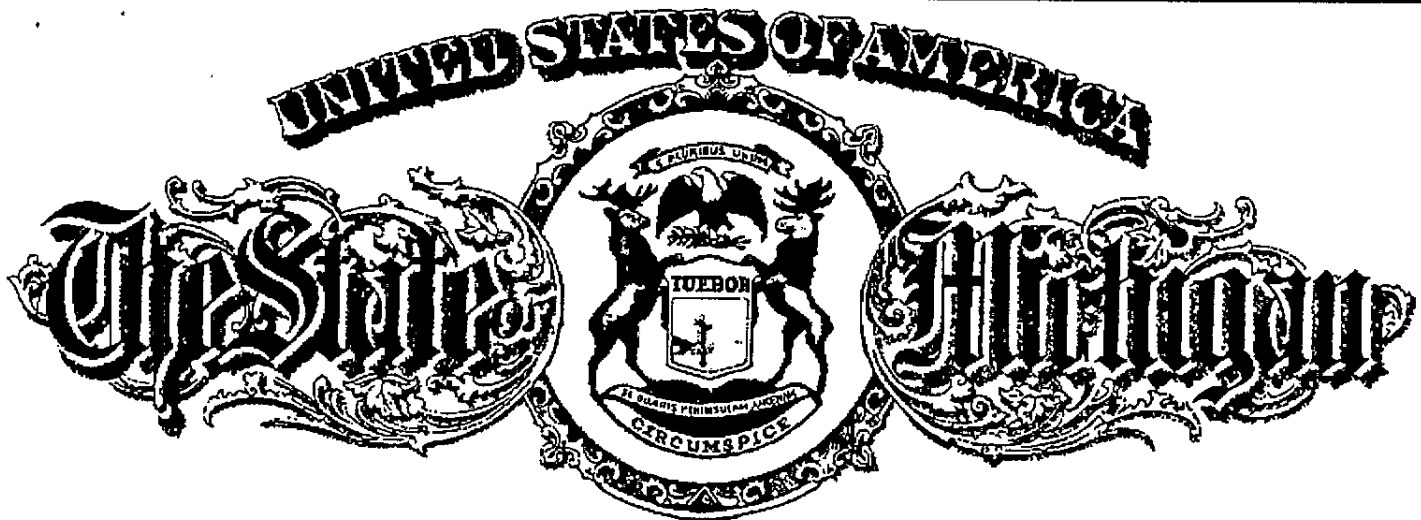
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Elizabeth J. Hartsig, Vice-President/Secretary

(Typed or printed name and capacity of person signing application)

99 MAY 25 PM 12:46
SECRET
STATE OF ALABAMA
OFFICE OF THE ATTORNEY GENERAL

FILED



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

MAGNUM GROUP, INC.

was validly incorporated on November 9, 1998, 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.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 29th day of March, 1999.

Julie Croll

, Director

173 0419934

Corporation, Securities and Land Development Bureau