

CSC
THE UNITED STATES CORPORATION
COMPANY

F990000003925

ACCOUNT NO. : 072100000032

REFERENCE : 318829 4814974

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : July 26, 1999

ORDER TIME : 4:29 PM

ORDER NO. : 318829-005

CUSTOMER NO: 4814974

CUSTOMER: Mr. David E. Smith
Mcsweeney Burtch & Crump
11 South Twelfth Street
P.O. Box 1463
Richmond, VA 23212

000002945550--8

-07/30/99-01001-012
*****78.75 *****78.75

wq9-17672

FOREIGN FILINGS

NAME: QUALITY AUTOMOTIVE COMPANY

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX ~~CERTIFIED COPY~~ *Stamped copy*
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

FILED
99 JUL 30 PM 1:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
99 JUL 29 PM 4:44
JENNIFER A. WILSON
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 30, 1999

CSC
ATTN: JEANINE REYNOLDS

SUBJECT: QUALITY AUTOMOTIVE COMPANY
Ref. Number: W99000017672

RESUBMIT
Please give original
submission date as file date.

We have received your document for QUALITY AUTOMOTIVE COMPANY and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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 return your document, along with a copy of this letter, within 60 days of 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: 599A00038840

RECEIVED
99 JUL 30 PM 12:07
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
99 JUL 30 PM 1:32
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. Quality Automotive Company
(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. 54-1152411
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 1, 1997 5. perpetual
(Date of incorporation) (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. Route 627 Airport Drive
Tappahannock, Virginia 22560
(Current mailing address)

8. Manufacture and sale of automotive brake shoes and any other lawful business
(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: Corporation Service Company, Inc.

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.

Deborah D. Skipper
(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.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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99 JUL 30 PM 1:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: John W. Kohut

Address: 711 5th Avenue, 14th Floor

New York, New York 10022

Director:

~~Vice Chairman:~~ Martin Chevalier

Address: Route 627, Airport Drive

Tappahannock, Virginia 22560

Director: Mandel Sherman

Address: 750 Shames Drive

Westbury, New York 11590

Director: David Love

Address: 68 Hammond Pond Parkway

Chestnut Hill, MA 02167

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

President: Martin Chevalier, President and CEO

Address: Route 627, Airport Drive

Tappahannock, Virginia 22560

Vice President: _____

Address: _____

Secretary: Karen L. Connery, Treasurer and Asst. Secretary

Address: 1875 E. Lake Mary Boulevard

Sanford, Florida 32773

Treasurer: _____

Address: _____

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TALLAHASSEE FLORIDA

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

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

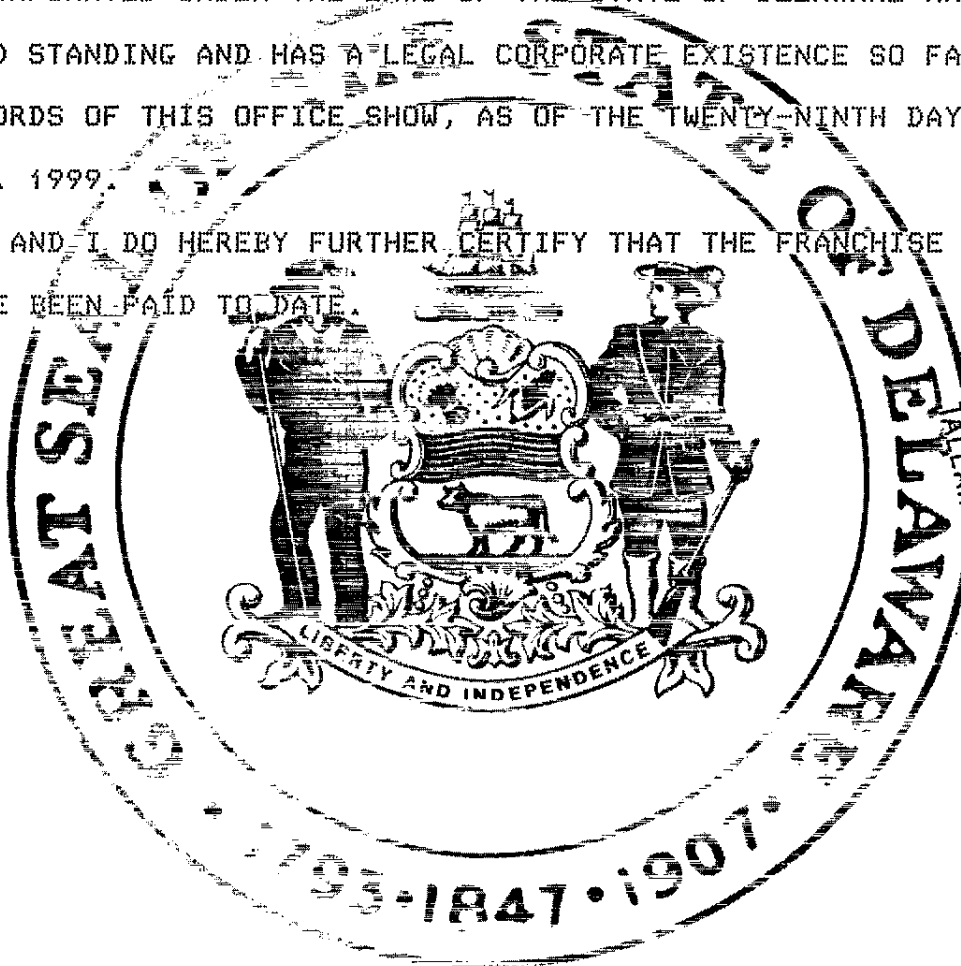
14. Martin Chevalier, President and Director
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "QUALITY AUTOMOTIVE COMPANY" 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 JULY, A.D. 1999.

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



FILED
99 JUL 30 PM 1:32
SECRETARY OF STATE
ALBANY, NEW YORK



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

2747161 8300

991314221

9894431

07-29-99