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ACCOUNT NO. : 072100000032

REFERENCE : 188189 4305581

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 125.00

ORDER DATE : June 15, 2001
 ORDER TIME : 2:23 PM
 ORDER NO. : 188189-005
 CUSTOMER NO: 4305581
 CUSTOMER: Marian T. Ryan, Legal Asst
 Dechert
 1717 Arch St.
 4000 Bell Atlantic Tower
 Philadelphia, PA 19103

APPROVED
AND
FILED
01 JUN 15 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUN 15 PM 3:04

NOT RECORDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

FOREIGN FILINGS

NAME: JAX REMAN, L.L.C.

XXXX QUALIFICATION (TYPE: CO)

100004423221--2

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: *[Signature]*

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. JAX Reman, L.L.C.
(Name of foreign limited liability company)

2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)

3. Applied For
(FEI number, if applicable)

4. 6/14/01
(Date of Organization)

5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon Filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 8601 Youngerman Court
Jacksonville, FL 32244-6628
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

Jeffrey W. Anderson 8601 Youngerman Court, Jacksonville, FL 32244-6628
Joseph P. Felicelli 8601 Youngerman Court, Jacksonville, FL 32244-6628
Allen R. Wilkie 8601 Youngerman Court, Jacksonville, FL 32244-6628

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Remanufacture and
distribution of automotive components, inc. transmissions and rotary engines.

Marian T. Ryan
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

MARIAN T. RYAN - AUTHORIZED REPRESENTATIVE
Typed or printed name of signee

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUN 15 PM 3:22

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AND
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

JAX Reman, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

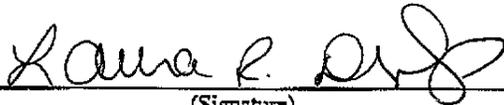
<u>Corporation Service Company</u>		
(Name)		
<u>1201 Hays Street</u>		
Florida street address (P.O. Box NOT ACCEPTABLE)		
<u>Tallahassee</u>	<u>FL</u>	<u>32301</u>
City/State/Zip		

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..



(Signature)

Laura R. Dunlap
as its agent

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "JAX REMAN, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF JUNE, A.D. 2001.

01 JUN 15 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3311397 8300

010289123

AUTHENTICATION: 1192443

DATE: 06-15-01