



# MD10000002359

ACCOUNT NO. : 072100000032

REFERENCE : 097923 4301938

AUTHORIZATION :

*Patricia Piquet*

COST LIMIT : \$ 125.00

ORDER DATE : October 19, 2001

ORDER TIME : 9:54 AM

ORDER NO. : 097923-010

CUSTOMER NO: 4301938

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CUSTOMER: Patricia M. Del Rio, Paralegal  
Clifford Chance Rogers & Wells  
200 Park Avenue  
8th Floor  
New York, NY 10166-0153

FOREIGN FILINGS

FILE FIRST

NAME: ZS SERVICE CHAMP L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
              CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER: \_\_\_\_\_

RECEIVED  
01 OCT 22 AM 11:23  
STATE OF FLORIDA  
DEPT. OF REVENUE  
TALLAHASSEE, FLORIDA

01 OCT 22 AM 11:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

*JB 22-10*

**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. ZS Service Champ L.L.C.  
(Name of foreign limited liability company)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 134190852  
(FEI number, if applicable)
4. September 6, 2001  
(Date of Organization)
5. See attached.  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. October 26, 2001  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 54 Morris Lane, Scarsdale, NY 10583  
(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:

<u>Ned L. Sherwood</u>	<u>54 Morris Lane, Scarsdale, NY 10583</u>
<u>Robert A. Horne</u>	<u>54 Morris Lane, Scarsdale, NY 10583</u>
<u>Jeffery A. Oyster</u>	<u>54 Morris Lane, Scarsdale, NY 10583</u>

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: Wholesale distribution  
of automotive parts

Robert A. Horne  
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.)

Robert A. Horne

Typed or printed name of signee

01 OCT 22 AM 11:51  
CLERK OF THE  
CITY OF TAMPA  
FLORIDA

APPROVED  
AND  
FILED

ZS Service Champ L.L.C.  
FEI: 134190852

STATEMENT ATTACHED TO AND MADE PART OF  
APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY  
FOR AUTHORIZATION TO TRANSACT BUSINESS  
IN FLORIDA

QUESTION 5: DURATION

ZS Service Champ L.L.C. (the "LLC") shall dissolve and its affairs shall be wound up and terminated upon the first to occur of (a) December 31, 2051, (b) the affirmative vote of LLC members whose cash contributions ("Capital Contributions") to the capital of the LLC represent a majority of the aggregate Capital Contributions, (c) the sale or other disposition by the LLC of all of the assets it then owns, and (d) any event causing dissolution of the LLC under Section 18-801 of the Delaware Limited Liability Company Act (6 Del.C. § 18-101 et. seq.)

APPROVED  
AND  
FILED

01 OCT 23 PM 11:53

CLERK OF STATE  
-21 AP/SS/FL 0210/

**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:

ZS Service Champ 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 <b>NOT</b> ACCEPTABLE)		
<u>Tallahassee</u>	<u>FL</u>	<u>32301</u>
(City/State/Zip)		

01 OCT 22 AM 11:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FILED

*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)

\$ 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*

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ZS SERVICE CHAMP 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 NINETEENTH DAY OF OCTOBER, A.D. 2001.

APPROVED  
AND  
FILED

01 OCT 22 15:11:55

SECRETARY OF STATE  
201 CHANCELLER, 110007



*Harriet Smith Windsor*  
*Harriet Smith Windsor, Secretary of State*

3433411 8300

AUTHENTICATION: 1400348

010523591

DATE: 10-19-01