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AARON H. SHERBIN
DAVID E. SIMS
STEPHEN D. KURSMAN
MICHAEL L. WEISSMAN
NANCY HARRIS PEARCE
GARY DAVID STRAUSS
ANN-MARY PETROSKEY
DANIEL G. LEVAN

FINKEL, WHITEFIELD, SELIK, RAYMOND,
FERRARA & FELDMAN

PROFESSIONAL CORPORATION
ATTORNEYS AND COUNSELORS AT LAW
32300 NORTHWESTERN HIGHWAY, SUITE 200
FARMINGTON HILLS, MICHIGAN 48334-1567

FILED
2002 JUN 11 AM 10:13
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
OF COUNSEL
LAWRENCE STEIN, P.C.
TELEPHONE
(48) 855-6500
FAX
(248) 855-6501

May 3, 2002

CERTIFIED MAIL/RETURN RECEIPT REQUESTED

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

500005501795--3
-05/10/02--01019--003
***155.00 ***155.00

Re: Marketing Worldwide, LLC, a Michigan limited liability company

Dear Sir/Madam:

Enclosed is an Application by Foreign Limited Liability Company and a Certificate of Designation of Registered Agent/Registered Office to be filed on behalf of the above-referenced company. Also enclosed are certified copies of the Certificate of Good Standing, Articles of Organization and Certificate of Merger. In addition, we have enclosed a check in the amount of \$155.00 for the filing fees. Please file these documents on our behalf. Once filed, please return a **certified copy** to our office.

If you should need additional information or if you have any questions in this regard, do not hesitate to contact our office.

Very truly yours,

FINKEL, WHITEFIELD, SELIK, RAYMOND,
FERRARA & FELDMAN, P.C.



Darlene M. Watson
Legal Assistant

/dmw
Enclosures
cc: James Marvin
R:\51302.001\FIDept3.ltr

W02-14261
J. BRYAN MAY 11 2002

J. BRYAN JUN 11 2002



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
2002 JUN 11 AM 10:13
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

May 16, 2002

DARLENE M. WATSON
32300 NORTHWESTERN HWY., STE. 200
FARMINGTON HILLS, MI 48334-1567

SUBJECT: MARKETING WORLDWIDE, LLC
Ref. Number: W02000014261

We have received your document for MARKETING WORLDWIDE, LLC and your check(s) totaling \$155.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$1050.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 002A00031370

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FARMINGTON HILLS, MICHIGAN 48334-1567

OF COUNSEL
S. LAWRENCE STEIN, P.C.

TELEPHONE
(248) 855-6500

FACSIMILE
(248) 855-6501

June 3, 2002

Certified Mail/Return Receipt Requested

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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2002 JUN 11 AM 10:13
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: Marketing Worldwide, LLC, a Michigan limited liability company

Dear Sir/Madam:

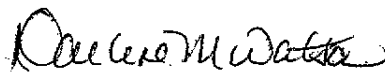
In response to your letter dated May 16, 2002 (a copy of which is attached), enclosed is a notarized affidavit containing the erroneous information listed on the Application and the correct date the company began transacting business in the State of Florida.

Please make this correction to our application. A check in the amount of \$155.00 was previously submitted for the filing fees. Please proceed to file the documents submitted. Once filed, please return a **certified copy** to our office.

If you should need additional information or if you have any questions in this regard, do not hesitate to contact our office.

Very truly yours,

FINKEL, WHITEFIELD, SELIK, RAYMOND,
FERRARA & FELDMAN, P.C.



Darlene M. Watson
Legal Assistant

/dmw

Enclosure

cc: James Marvin (w/enclosure)

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AFFIDAVIT

STATE OF MICHIGAN)
) ss
COUNTY OF OAKLAND)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AARON H. SHERBIN, being duly sworn, deposes and says that he has personal knowledge of the facts set forth herein and is competent to testify thereto, and that on this 31st day of May 2002, who being first duly sworn, stated that:

1. He has an office at 32300 Northwestern Hwy., Suite 200, Farmington Hills, Michigan 48334-1567.

2. He is the Attorney for MARKETING WORLDWIDE, L.L.C., a Michigan limited liability company (the "Company").

3. The Company merged with MARKETING WORLDWIDE, LTD., a Florida limited partnership (the "Partnership") on December 27, 2001. The Company was the sole surviving entity.

4. The Company did not begin transacting business in the State of Florida until January 1, 2002. The date reflected on the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida was incorrect.

Witnessed By:

Darlene M. Watson
Alene Zack

AARON H. SHERBIN

STATE OF MICHIGAN)
) ss
COUNTY OF OAKLAND)

On this 31st day of May, 2002, before me personally appeared AARON H. SHERBIN to me known to be the person described in and who executed the foregoing instrument, and who being first duly sworn by me acknowledged that he executed the same as his own free act and deed.

Darlene M. Watson
Darlene M. Watson
Notary Public, Washtenaw County, Michigan
Acting in Oakland County
My commission expires: 6/11/05

**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. Marketing Worldwide, LLC
(Name of foreign limited liability company)
2. Michigan 3. 30-0003942
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. December 27, 2001 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. December 27, 2001
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 11224 Leman Road, Suite B
Whitmore Lake, MI 48189
(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:

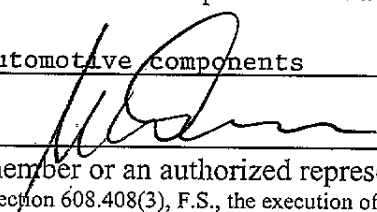
James Marvin, 1224 Leman Road, Suite B, Whitmore Lake, MI 48189

Michael Winzkowski, 3020 Leprechaun Lane, Palm Harbor, FL 34683

Gregory Green, 11224 Leman Road, Suite B, Whitmore Lake, MI 48189

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: sales and distribution of automotive components


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.)

Michael Winzkowski

Typed or printed name of signee

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2002 JUN 17 AM 10:13
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**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:

Marketing Worldwide, LLC

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

Michael Winzkowski

(Name)

3020 Leprechaun Lane

Florida street address (P.O. Box **NOT** ACCEPTABLE)

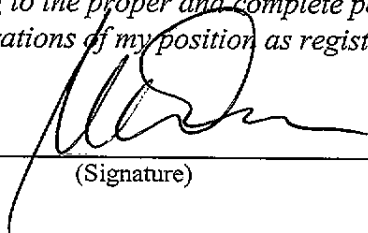
Palm Harbor

FL

34683

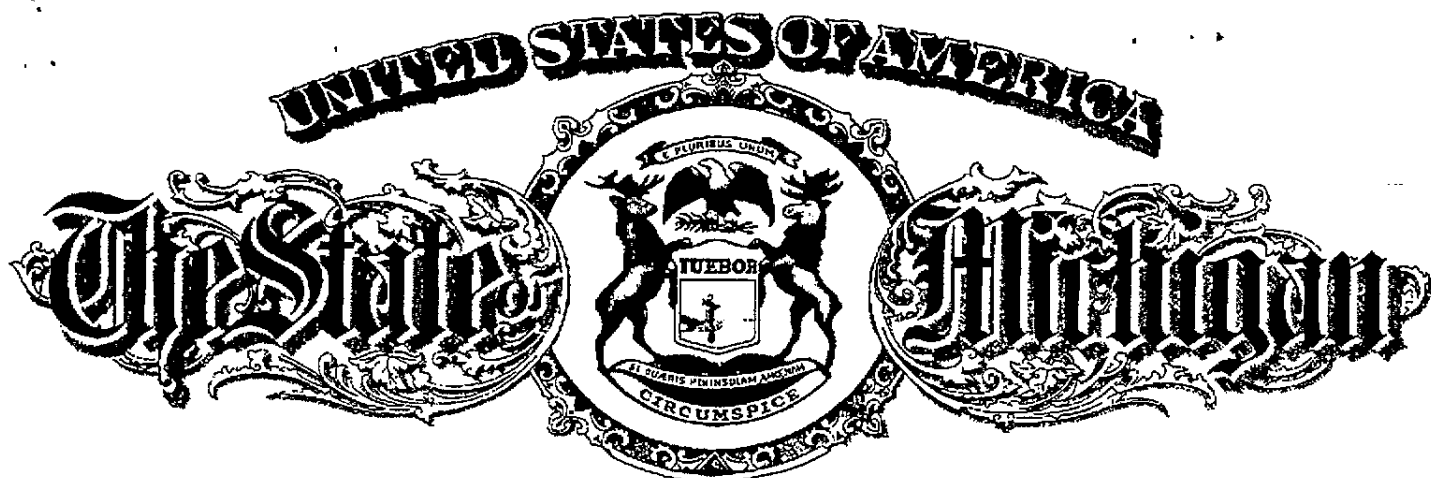
(City/State/Zip)

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)

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2002 JUN 11 AM 10:13
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

MARKETING WORLDWIDE, LLC

a Michigan limited liability company, was formed on December 27, 2001.

I FURTHER CERTIFY that a Certificate of Dissolution has not been filed and the Articles of Organization are in full force and effect as of this date.

This certificate is in due 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.

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2002 JUN 11 AM 10:13
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 29th day of April, 2002

Andrew S. Mettall, Director

Bureau of Commercial Services