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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

REGISTERED AGENT CHANGE

WORKHORSE CUSTOM CHASSIS, LLC

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

\$25.00

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J. BRYAN DEC 1 2005

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR LIMITED LIABILITY COMPANY

Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the limited liability company is: Workhorse Custom Chassis, LLC
2. The mailing address of the limited liability company is: _____
4201 Winfield Road, Warrenville, IL 60555

4-4-05

MD5000001744

3. Date of filing/registration in Florida

4. Document number

5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

National Registered Agents, Inc

Name

2731 Executive Park Drive, Suite 4

Address

Weston, FL 33331

City, State and Zip

6. The name and address of the new registered agent and/or office:

CT Corporation System

Name

1200 South Pine Island Road

Florida street address (P.O. Box NOT acceptable)

Plantation

FL

33324

City, State and Zip

If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the members of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.

By: Laura R. Broderick

(Signature of a member or authorized representative of a member)

Laura R. Broderick Atty-in-Fact
(Printed or typed name of signer)

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 as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

Christa Estess Asst Secy
(Signature of Registered Agent)

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA

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POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT: Curt A. Kramer, Assistant Secretary of each of the Subsidiary Entities (as defined below), does hereby appoint Laura Broderick of CT Corporation System and Megan Gillis of CT Corporation System as attorneys-in-fact for the Subsidiary Entities, to act for, on behalf of, and in the name of the Subsidiary Entities to effect a change in the registered agent and office of the Subsidiary Entities to that of CT Corporation.

The Subsidiary Entities, having taken all necessary steps to authorize the changes, hereby grants its attorneys-in-fact the power to execute any and all documents necessary to change the Subsidiary Entities' registered agent and registered office, or the agent and office of similar import, in any state.

For purposes hereof, "Subsidiary Entities" shall mean each of the following entities: (i) Workhorse International Holding Company, a Delaware corporation, (ii) Uptime Parts, LLC, a Delaware limited liability company, (iii) Workhorse Sales Corp., a Delaware corporation and (iv) Workhorse Custom Chassis, LLC, an Illinois limited liability company.

This Power of Attorney expires at the completion of the change of agent process.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney on this 9th day of November, 2005.

By:


Curt A. Kramer, Assistant Secretary of
the Subsidiary Entities

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