



11980000/104
CorpAmerica, Inc.
30 Old Rudnick Lane • Dover, Delaware 19901 • (302) 736-4300 • Fax: (302) 736-5620
Toll Free: (888) 736-4300 • Internet: <http://www.CorpAmerica.com> • www.LawService.com

September 24, 1998

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

FILED
98 SEP 28 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: CAROLINA FLUID COMPONENTS, LLC

Dear Division of Corporations:

Please file the enclosed Application by Foreign Limited Liability Company to Transact Business in Florida for the above corporation. Also enclosed is our check of \$285.00 to cover the required filing fees. Please file this as soon as possible.

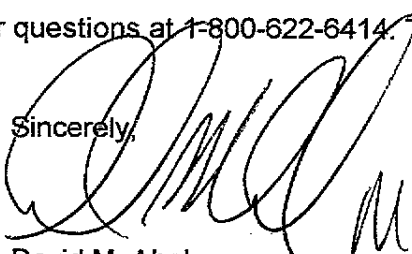
Please send all filing verifications to:

David M. Abel
CorpAmerica, Inc.
30 Old Rudnick Lane
Dover, DE 19901

700002650237--0
-09/28/98-01102--007
****285.00 ****285.00

Please call me if there are any problems or questions at 1-800-622-6414. Thank you in advance for your assistance.




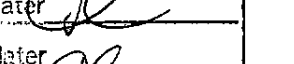

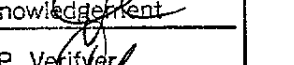
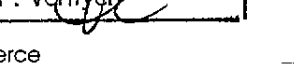
Sincerely,


David M. Abel
Corporate Specialist

Enclosures

VENDOR 236

1198-1104

Name	
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

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

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

1. Carolina Fluid Components, L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please Note: L.L.C. Is not an acceptable suffix in Florida.)

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

3. 51-0383265
(FEI number, if applicable)

4. 8/11/98
(Date of Organization)

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

6. September 1, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 9309 Stockport Place
Charlotte, NC 28273
(Street address of principal office)

8. List and indicate in title space provided the name, title, and business address of each managing member[MGRM] or manager[MGR]. It is not necessary to list members.
(attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

See Attached Schedule A

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TALLAHASSEE, FLORIDA

Filing Fee: \$ 52.50 for Application

all officers listed ^{Schedule A} are managing members.

Name	Title	Address
John H. Marks	Chief Executive Officer and Director	9309 Stockport Place Charlotte, North Carolina 28273
Martin D. Jenkins	President and Director	9309 Stockport Place Charlotte, North Carolina 28273
Denis P. McCarthy	Vice President and Director	1900 Grant Building Pittsburgh, PA 15219
Barbara L. Marks	Secretary and Treasurer	
Charles H. Bracken, Jr.	Assistant Secretary and Assistant Treasurer	2000 Grant Building Pittsburgh, PA 15219
Russell W. Ayres, III	Director	1900 Grant Building Pittsburgh, PA 15219

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TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of _____
Carolina Fluid Components, L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$6,900,212.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 0 . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 6,900,212.00 . This total includes amounts from 2 and 3 above.

 v/p

Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Denis P. McCarthy, Vice President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filing Fee: \$ 52.50 for Affidavit

**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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

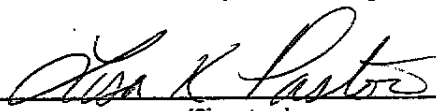
1. The name of the limited liability company is: Carolina Fluid Componets, LLC

2. The name and address of the registered agent and office is:

CT Corporation System
(Name)
1200. South Pine Island Road
(P.O. Box or Mail Drop Box **NOT** acceptable)
Tallahassee, FL 32301
(City/State/Zip)

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TALLAHASSEE, FLORIDA

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.


(Signature)
LISA K. PASTOR - Asst. Secy - C T Corporation

9/23/98
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

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 "CAROLINA FLUID COMPONENTS, LLC" 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 TWENTY-FOURTH DAY OF SEPTEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CAROLINA FLUID COMPONENTS, LLC" WAS FORMED ON THE ELEVENTH DAY OF AUGUST, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.




Edward J. Freel, Secretary of State

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AUTHENTICATION: 9319804

DATE: 09-24-98