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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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ZNETCO Automotive
Electronics, LLC

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

Requested by:

Name

Date

Time

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Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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~~AGENT FEE~~
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~~DUPLICATE DUE~~

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 9, 1999

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
TALLAHASSEE, FL 32301

SUBJECT: ZVETCO AUTOMOTIVE ELECTRICS LLC
Ref. Number: W99000013494

We have received your document for ZVETCO AUTOMOTIVE ELECTRICS LLC and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fees to qualify a foreign limited liability company total \$285.00 and breakdown as follows: \$250.00 filing fee for the application and affidavit and \$35 registered agent designation fee. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

You have completed the wrong application. Please complete the attached form and return it to our office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 799A00031234

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. ZVETCO- AUTOMOTIVE ELECTRONICS, LLC.
(Name of foreign limited liability company)

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

3. _____
(FEI number, if applicable)

4. MAY 3, 1999
(Date of Organization)

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

6. NOT YET
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. _____
1879 SUNSET DR. WINTER PARK, FL. 32789
(Street address of principal office)

8. List name, title, and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>ZEVLUN COHEN</u> <u>1879 SUNSET DR.</u> <u>ABELLA COHEN</u> <u>WINTER PARK, FL. 32789</u>	<u>PRES</u> / <u>MGRM</u>	_____	_____
<u>ABELLA COHEN</u> <u>1879 SUNSET DR.</u> <u>WINTER PARK, FL. 32789</u>	<u>SEC</u> / <u>MGRM</u>	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of ZVETCO Automotive Electronics
LLC certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is


\$ 200

3) if any, the agreed value of property other than cash contributed by member(s) is
(A description of the property is attached and made a part hereto.)

\$ —

and
4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is
(This total includes amounts from 2 and 3 above.)

\$ 200


Signature of a member or an 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.)

ZEVOLUN COHEN

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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SECRETARY OF STATE
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:

ZVETCO. AUTOMOTIVE ELECTRONICS, LLC

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

ZEVOLUN COHEN
(Name)

1879 SUNSET DR.

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

WINTER PARK, FL 32789
City/State/Zip

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SECRETARY OF STATE
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)

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ZVETCO AUTOMOTIVE ELECTRONICS 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 SECOND DAY OF JUNE, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ZVETCO AUTOMOTIVE ELECTRONICS LLC" WAS FORMED ON THE THIRD DAY OF MAY, A.D. 1999.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION:

06-02-99

DATE: