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P26213

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January 21, 1999

VIA FEDERAL EXPRESS

Florida Secretary of State
Corporations Division
Attention: Amendment Section
409 Gaines Street
Tallahassee, Florida 32214

300002753803--9
-01/25/99--01120--012
*****52.50 *****52.50

RE: NIVEL PARTS & MANUFACTURING CO. - Change in Domestic Jurisdiction

Dear Sir or Madam:

I have enclosed the following items in regard to the above referenced matter:

- (1) Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida;
- (2) Certified copy by the Secretary of State of Delaware of the Certificate of Merger whereby the jurisdiction of incorporation of the surviving entity is Delaware;
- (3) A firm check in the amount of \$52.50 (fifty-two dollars and fifty cents) as the total fee payment to be applied as follows: \$35.00 for the amendment filing fee; \$8.75 for a certified copy of the amendment, and another \$8.75 for a certificate of status.

After the amendment has been filed, please send a certified copy of the amendment together with a certificate of status via overnight delivery using the enclosed prepaid and self-addressed Federal Express billing slip and envelope.

Thank you in advance for your prompt and excellent service. If you should have any questions in regard to this matter, please call Ms. Nicolle O'Tyson at 404/853-8290.

Sincerely,

Sheila Duncan

Sheila Duncan
Paralegal

Enclosures

cc: Mr. Thomas C. Herman
Ms. Nicolle A. O'Tyson

Withdrawal

LFT 3-12-99

** 789,597,671 **

FILED
99 MAR -9 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

277463.2



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 28, 1999

Sheila Duncan
% Sutherland, Asbill & Brennan, LLP
999 Peachtree Street, NE
Atlanta, GA 30309-3996

SUBJECT: NIVEL PARTS & MANUFACTURING CO.
Ref. Number: P26213

We have received your document for NIVEL PARTS & MANUFACTURING CO. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Chapters 607 and 617, Florida Statutes, do not provide for the filing of Articles of Merger between two foreign corporations. Therefore, a withdrawal application should be filed for any foreign corporation which is no longer transacting business in Florida due to a merger.

→ 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) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 899A00003975

Filing Fee (\$52.50) not returned. Should be applied to filing costs for w/drawal & qual. of Del. corp. of FL corp.

March 8, 1999

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

Re: Merger between Nivel Parts & Manufacturing, Inc (an Illinois Corporation) with
and into Nivel Parts & Manufacturing Co. (a Delaware Corporation)

Dear Sir/Madam:

In connection with the above merger, we would like to : 1). withdraw Nivel Parts & Manufacturing, Inc (an Illinois Corporation) and 2). qualify Nivel Parts & Manufacturing Co. (a Delaware Corporation) in the state of Florida.

Attached are the following materials which are being submitted to you in connection with the Nivel Parts & Manufacturing, Inc. (an Illinois Corporation) application for certificate of withdrawal from the State of Florida:

1. Fully-executed Application By Foreign Corporation for Withdrawal of Authority to Transact Business in Florida.
2. One conformed copy of the Application By Foreign Corporation for Withdrawal of Authority to Transact Business in Florida (to be date-stamped and returned to me in the enclosed self-addressed stamped envelope).
2. Letter from the Florida Department of State dated January 28, 1999 regarding Nivel Parts & Manufacturing, Inc. (Ref. Number P26213)

Please note that you are holding our check in the amount of \$52.00 payable to the Florida Secretary of State for the Filing Fee, Certified Copy and Certificate of Status.

Also attached are the following materials which are being submitted to you on connection with the qualification Nivel Parts & Manufacturing Co. (a Delaware Corporation):

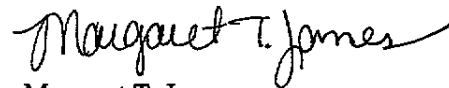
1. Transmittal Letter.
2. Application by Foreign Corporation for Authorization to Transact Business in Florida.
3. Certificate of Existence

4. A firm check in the amount of \$87.50 as the Filing Fee, Certificate of Status and Certified Copy.

Should you have any questions, please call me directly at (404) 853-8402.

Thank you.

Sincerely,

A handwritten signature in cursive script that reads "Margaret T. James".

Margaret T. James
Legal Assistant

cc: Nicole A. O'Tyson

Attachments

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

NIVEL PARTS & MANUFACTURING CO.

(Name of Corporation)

ILLINOIS

(Incorporated Under Laws Of)

FILED
99 MAR -9 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

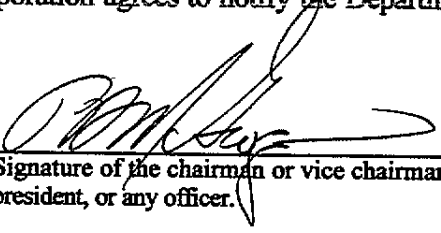
13300 Vantage Way

(Mailing Address)

Jacksonville, Florida 32218

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.


Signature of the chairman or vice chairman of the board,
president, or any officer.

President

Title

Patrick A. McGrogan

Typed or printed name

3/8/99

Date