

P37914

McSWEENEY, BURTCR & CRUMP

A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

P. O. Box 1463

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BETTY S. W. GRAUMLICH  
THOMAS E. KNAUER  
KAREN S. ELLIOTT  
THAMER E. TEMPLE III

March 19, 1998

**VIA FEDERAL EXPRESS**

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

000002463600--3  
-03/20/98--01081--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: **RT Industries, Inc. - Document Number P37914**  
**Name Change Pursuant to Certificate of Ownership and Merger**

Dear Sir/Madam:

Enclosed for filing on behalf of RT Industries, Inc., a Delaware corporation authorized to transact business in Florida, is a Certificate of Ownership and Merger (the "Certificate"). The Certificate details the merger of U.S. Automotive Manufacturing, Inc., a wholly owned subsidiary of RT Industries, Inc., with and into RT Industries, Inc. The Certificate also indicates that as of the effective date of the merger, November 13, 1997, the name of RT Industries, Inc. was to be changed to U.S. Automotive Manufacturing, Inc.

I have enclosed our firm's check in the amount of \$35.00 to cover the filing fees.

Thank you for your prompt attention to this matter.

If you should have any questions, please do not hesitate to call me.

With all best wishes.

Sincerely yours,

*Donald F. Lynch, III*

Donald F. Lynch, III

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 31 PM 3:23

Enclosures

cc: Mr. John W. Kohut  
Gary A. Whitlock, Esquire

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3-31-98  
cc



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

March 24, 1998

MCSWEENEY, BURTCH & CRUMP  
DONALD F. LYNCH, III  
P.O. BOX 1463  
RICHMOND, VA 23218

SUBJECT: RT INDUSTRIES, INC.  
Ref. Number: P37914

We have received your document for RT INDUSTRIES, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

In order to file a merger in the state of Florida, you must comply with Florida statute numbers 607.1105 for the articles and 607.1104 for the plan of merger. I am enclosing some material that will help you with this filing. You will note the filing fee for merging two corporations is \$70.00 so you will also need to send \$35.00 more to file when you return your documents.

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) 487-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 798A00015564

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DIRECT DIAL NUMBER:

(804) 783-6808

E-Mail Address:

dflynch@mcbump.com

March 30, 1998

**VIA FEDERAL EXPRESS**

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399  
ATTN: Cheryl Coulliette

Re: **RT Industries, Inc. - Document Number P37914 - Name Change**

Dear Ms. Coulliette:

Enclosed for filing on behalf of RT Industries, Inc., a Delaware corporation authorized to transact business in Florida, is an Amendment to Application for Authorization to Transact Business in Florida. Pursuant to our telephone conversation last Thursday morning, I have also attached an original "Certificate of Name Change" from the Delaware Secretary of State.

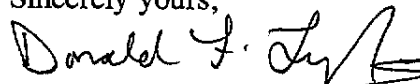
Also enclosed is a copy of your letter dated March 24, 1998, in which your office denied the filing of RT Industries' Certificate of Ownership and Merger. Your office is currently holding our firm's check in the amount of \$35.00 to cover the filing fees. Please apply that amount to this filing.

Thank you for your prompt attention to this matter.

If you should have any questions, please do not hesitate to call me.

With all best wishes.

Sincerely yours,



Donald F. Lynch, III

Enclosures

cc: Mr. John W. Kohut  
Gary A. Whitlock, Esquire

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**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

1. RT Industries, Inc.  
Name of corporation as it appears on the records of the Department of State.
2. Delaware  
Incorporated under laws of
3. March 16, 1992  
Date authorized to do business in Florida

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? November 6, 1997
5. U.S. Automotive Manufacturing, Inc.  
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.  
N/A  
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.  
N/A  
New Jurisdiction

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 31 PM 3:23

Martin Chevalier  
Signature

3-26-98  
Date

Martin Chevalier, Sr.  
Typed or printed name

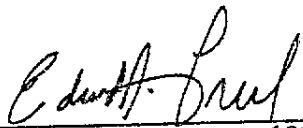
President and CEO  
Title

*State of Delaware*  
*Office of the Secretary of State*    PAGE   1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "RT INDUSTRIES, INC.", FILED A CERTIFICATE OF OWNERSHIP, CHANGING ITS NAME TO "U.S. AUTOMOTIVE MANUFACTURING, INC.", THE SIXTH DAY OF NOVEMBER, A.D. 1997, AT 9 O'CLOCK A.M.



  
Edward J. Freel, Secretary of State

AUTHENTICATION:

8998265

DATE:

03-27-98

2285418    8320

981119230