

Filing and License Fee: \$310.00 minimum

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Uni-Select USA, Inc.
2. It is incorporated under the laws of Delaware
3. The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

4. The date of its incorporation is 12/20/2002 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is _____
3315 Old Capitol Trail, Prices Corner, Delaware, 19808

6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street
(Street Address, not P.O. Box)
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is C T Corporation System
(Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

SEE ATTACHMENT

8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
Director	<u>James E Buzzard</u>	<u>20 Hazelwood Drive Suite 100, Amherst, NY 14228</u>
Director	<u>Richard Roy</u>	<u>1700 Industrial Boulevard, Boucherville, QC J4B 2X3</u>
Director	<u>Jacques Landreville</u>	<u>1700 Industrial Boulevard, Boucherville, QC J4B 2X3</u>
Director	_____	_____

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- (b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated). **SEE ATTACHMENT**

	<u>Name</u>	<u>Address</u>
President	<u>Richard Roy</u>	<u>1700 Industrial Boulevard, Boucherville, QC J4B 2X3</u>
Vice President	<u>John Rutland</u>	<u>20 Hazelwood Drive Suite 100, Amherst, NY 14228</u>
Treasurer		
Secretary	<u>Pierre Chesnay</u>	<u>1700 Industrial Boulevard, Boucherville, QC J4B 2X3</u>

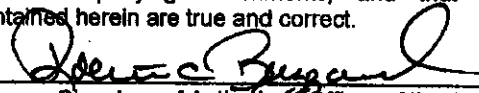
9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>20,000,000</u>	<u>Common</u>		<u>0.0010</u>

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 35969324.0000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 12588.0000.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0.03 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].
11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 551000000.0000.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 1330000.0000.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0.24 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing 01/01/2008

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 11/29/2007


Signature of Authorized Officer of the Corporation

Robert Buzzard, Vice President
Type or Print Name of Authorized Officer

**Attachment to Rhode Island
Corporate Purposes**

Wholesale and retail automotive parts and supplies Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of its jurisdiction of incorporation

Officers & Directors

- | | | |
|---|-------------------|--------------------------------------|
| 1 | Full Name: | James E Buzzard |
| | Officer/Director: | Officer, Director |
| | Officer's Title: | Executive Vice President |
| | Business Address: | 20 Hazelwood Drive Suite 100 |
| | City: | Amherst |
| | State: | NY |
| | ZIP Code: | 14228 |
| 2 | Full Name: | Scott C Terhaar |
| | Officer/Director: | Officer |
| | Officer's Title: | Controller |
| | Business Address: | 20 Hazelwood Drive Suite 100 |
| | City: | Amherst |
| | State: | NY |
| | ZIP Code: | 14228 |
| 3 | Full Name: | Robert Buzzard |
| | Officer/Director: | Officer |
| | Officer's Title: | Vice President - Administration |
| | Business Address: | 20 Hazelwood Drive Suite 100 |
| | City: | Amherst |
| | State: | NY |
| | ZIP Code: | 14228 |
| 4 | Full Name: | John Evanoka |
| | Officer/Director: | Officer |
| | Officer's Title: | Vice President - North East Division |
| | Business Address: | 20 Hazelwood Drive Suite 100 |
| | City: | Amherst |
| | State: | NY |
| | ZIP Code: | 14228 |
| 5 | Full Name: | Daniel Buzzard |
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	Officer/Director:	Officer
	Officer's Title:	Vice President - South East Division
	Business Address:	20 Hazelwood Drive Suite 100
	City:	Amherst
	State:	NY
	ZIP Code:	14228
6	Full Name:	Richard Buzzard
	Officer/Director:	Officer
	Officer's Title:	Vice President - South West Division
	Business Address:	20 Hazelwood Drive Suite 100
	City:	Amherst
	State:	NY
	ZIP Code:	14228

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UNI-SELECT USA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF DECEMBER, A.D. 2007.

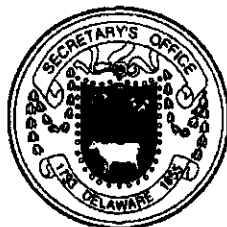
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6207205

DATE: 12-04-07



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

Secretary of State

