

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-11-124)

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

..... Fruehauf Trailer Corporation

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned 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:

FIRST: The name of the corporation is
..... Fruehauf Trailer Corporation

SECOND: The name which it elects to use in Rhode Island is
..... Fruehauf Trailer Corporation

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is March 23, 1989 and the period
of its duration is Perpetual

FIFTH: The address of its principal office in the state or country under the laws of
which it is incorporated is 1209 Orange Street, Wilmington, Delaware, 19801

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street,
Providence, R. I. 02903 and the name of its proposed registered agent in
Rhode Island at that address is C T CORPORATION SYSTEM

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

The manufacture, sale and service of commercial truck trailers.

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Randolph W. Lenz	Director	30 Compass Point, Ft. Lauderdale, FL 33308
	Director	
	Director	
Randolph W. Lenz	CHAIRMAN OF BOARD	30 Compass Point, Ft. Lauderdale, FL 33368
W. K. Baldus	President	11 Heritage Court, Hilton Head, SC 29938
Larry L. Skaff	Vice President	4439 Indian Trails, Green Bay, WI 54303
Marvin Rosenberg	Secretary	189 Compo Rd. So., Westport, CT 06880
Larry L. Skaff	Treasurer	4439 Indian Trails, Green Bay, WI 54303

NINTH: 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 per Share or Statement that Shares are without Par Value</u>
1,000	COMMON	N/A	\$1.00

TENTH: The aggregate number of its issued shares, 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 per Share or Statement that Shares are without Par Value</u>
200	COMMON	N/A	\$1.00

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 600,000,000.

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ - 0 -

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 1,000,000.

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 500,000.

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated May 8, 1989.

FRUEHAUF TRAILER CORPORATION
[Exact Corporate Name of Corporation Making Application]

X By [Signature]
Its V. P. President
and Martin Rosenberg
Its Secretary

STATE OF MICHIGAN }
COUNTY OF WAYNE } Sc.

At Detroit in said County on the 8th day
of May 1989, before me personally appeared
L. L. SKAFF, who being by me first duly sworn, declared that
he is the V. P. of FRUEHAUF TRAILER CORPORATION,
that he signed the foregoing document as such V. P. of the
corporation, and that the statements therein contained are true.

[Signature]
Notary Public

(NOTARIAL SEAL)

PATRICIA L. RIEDEL
Notary Public, Macomb County, Michigan
Acting in Wayne County
My Commission Expires December 16, 1989

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SECRETARY OF STATE
CORPORATION'S DIV.

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CONSENT TO USE OF NAME

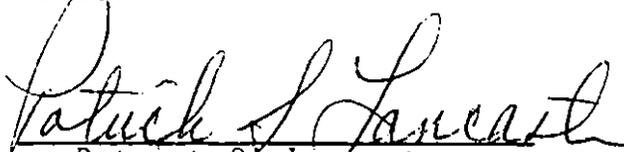
Fruehauf Corporation, a Delaware corporation, hereby consents to the qualification of Fruehauf Trailer Corporation, a Delaware corporation, to do business in all States and in the District of Columbia.

IN WITNESS WHEREOF, the said Fruehauf Corporation has caused this consent to be executed by its Vice President and affixed its corporate seal this 26th day of April 1989.

FRUEHAUF CORPORATION

By 
Richard F. Darke
Vice President

ATTEST:


Patrick S. Lancaster
Assistant Secretary