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ID Number: 57114



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

**STATEMENT OF CHANGE OF REGISTERED AGENT
BY THE CORPORATION**

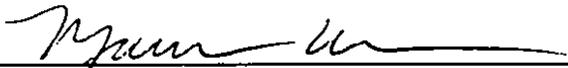
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Pursuant to the provisions of Sections 7-1.2-502 or 7-1.2-1409 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation submits the following statement for the purpose of changing its registered agent and its registered office in the state of Rhode Island:

1. The name of the corporation is AMERICAN SEATING COMPANY
2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
10 Weybosset Street, Providence, RI 02903
3. The address of the NEW registered office is:
222 Jefferson Boulevard, Suite 200, Warwick, RI 02888
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
CT Corporation System
5. The name of the NEW registered agent is:
Corporation Service Company
6. The appointment of a new registered agent and the new registered office, as the case may be, shall become effective upon the filing of this statement, or on _____
(a date not prior to, nor more than 30 days after, filing this statement)

Under penalty of perjury, I declare and affirm that I have examined this Statement of Change of Registered Agent by the Corporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 05/25/07


Signature of Authorized Officer of the Corporation

Maureen Cullen, Attorney In Fact
Type or Print Name of Authorized Officer

FILED
JUL 10 2007
By 030947



Registered Agent | Compliance & Governance | Litigation & Matter Management | Corporate Legal Services
UCC & Motor Vehicle Services | Intellectual Property Services

STATE OF MICHIGAN
COUNTY OF KENT

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Thomas E. Bush, the President & COO of American Seating Company ("the Company"), a corporation established under the laws of Delaware, does hereby appoint Maureen Cullen and Elizabeth A. Dawson attorneys-in-fact for the Company, to act for the Company and in the name of the Company for the limited purposes authorized herein.

The Company having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Company's registered agent and registered office, or the agent and office of similar import, in any jurisdiction.

In the execution of any documents necessary for the purposes set forth herein, Maureen Cullen shall exercise the power of Vice President and Elizabeth A. Dawson shall exercise the power of Secretary, or, in the case of entities having managers or other positions of authority rather than officers such as Vice President or Secretary, the named individuals shall act in such office and with such authority as is required to effect the changes herein contemplated.

This Power of Attorney expires upon the completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses contemplated herein, or when revoked by Thomas E. Bush, which ever shall occur first.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 22nd day of May, 2007.

American Seating Company

BY:

Thomas E. Bush
Thomas E. Bush
President & COO

Subscribed and sworn to before me this 22nd day of May, 2007.

Catherine A. Radunzel
Notary Public

CATHERINE A. RADUNZEL
NOTARY PUBLIC, STATE OF MI
COUNTY OF OTTAWA
MY COMMISSION EXPIRES JULY 27, 2012
ACTING IN COUNTY OF Kent

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