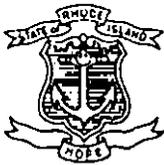


Filing Fee: \$150.00  
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 12/19/00



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY  
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 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:

- The name of the corporation is Progressive Automotive Systems, Inc.
- It is incorporated under the laws of Delaware
- The name, if different, which it elects to use in Rhode Island is:
  - 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:  
Progressive Automotive Systems, Inc.
  - 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:  
\_\_\_\_\_
- The date of its incorporation is 12/29/2000 and the period of its duration is Perpetual
- The address of its principal office in the state or country under the laws of which it is incorporated is \_\_\_\_\_  
Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801
- 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)
- The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:  
To develop and license software
- The names and respective addresses of the directors and officers are: **SEE ATTACHMENT**

	<u>Name</u>	<u>Address</u>
Director	<u>Gary B. Vonk</u>	<u>1300 Arlington Heights Road, Itasca, IL 60143</u>
Director	<u>William M. Guzik</u>	<u>1300 Arlington Heights Road, Itasca, IL 60143</u>
President	_____	_____
Vice President	<u>William M. Guzik</u>	<u>1300 Arlington Heights Road Itasca, IL 60143</u>
Treasurer	<u>David W. Matre</u>	<u>1300 Arlington Heights Road Itasca, IL 60143</u>
Secretary	<u>Alvin K. Marr</u>	<u>1300 Arlington Heights Road Itasca, IL 60143</u>

FILED  
NOV 06 2002  
By [Signature]  
294744

RECEIVED  
STATE OF RHODE ISLAND  
CORPORATIONS DIVISION  
NOV 11 2002

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>
1,000	1 - Common Stock		0.001

10. 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 or Statement that Shares are without Par Value</u>
1,000	1 - Common Stock		0.001

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 50,000.00.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.00.

(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%. [divide (b) by (a) and multiply by 100 to obtain the percentage].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 1,000,000.00.

(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 \$ 0.00.

(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% [divide (b) by (a) and multiply by 100 to obtain the percentage].

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: 10-23-02

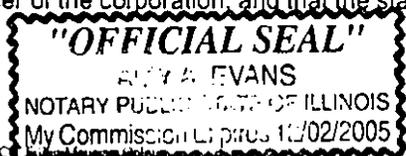
Progressive Automotive Systems, Inc.  
Print Exact Name of Corporation Making Application

By [Signature]  
Dave W. Matre  President or  Vice President (check one)

By [Signature] AND  
Audrey Waltenburg  Secretary or  Assistant Secretary (check one)

STATE OF Illinois  
COUNTY OF Dupage

In Itasca, on this 23<sup>rd</sup> day of October, 2002, personally appeared before me Dave W. Matre who, being by me first duly sworn, declared that he/she is the Vice President of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.



[Signature]  
Notary Public  
My Commission Expires: 12/02/05

Attachment to Rhode Island

### Purpose Clause

To engage in any lawful act or activity for which corporations may be organized and incorporated under the General Corporation Law of the State of Delaware. 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

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- |    |                   |                                     |
|----|-------------------|-------------------------------------|
| 1. | Full Name:        | Gary B. Vonk                        |
|    | Officer/Director: | Officer,Director                    |
|    | Officer's Title:  | Acting CEO                          |
|    | Business Address: | 1300 Arlington Heights Road         |
|    | City:             | Itasca                              |
|    | State:            | IL                                  |
|    | ZIP Code:         | 60143                               |
| 2. | Full Name:        | William M. Guzik                    |
|    | Officer/Director: | Officer,Director                    |
|    | Officer's Title:  | Sr. Vice President, CFO             |
|    | Business Address: | 1300 Arlington Heights Road         |
|    | City:             | Itasca                              |
|    | State:            | IL                                  |
|    | ZIP Code:         | 60143                               |
| 3. | Full Name:        | Alvin K. Marr                       |
|    | Officer/Director: | Officer,Director                    |
|    | Officer's Title:  | Vice President & Secretary          |
|    | Business Address: | 1300 Arlington Heights Road         |
|    | City:             | Itasca                              |
|    | State:            | IL                                  |
|    | ZIP Code:         | 60143                               |
| 4. | Full Name:        | Steven D. Shaneyfelt                |
|    | Officer/Director: | Officer                             |
|    | Officer's Title:  | Sr. Vice President, General Manager |
|    | Business Address: | 1300 Arlington Heights Road         |
|    | City:             | Itasca                              |
|    | State:            | IL                                  |
|    | ZIP Code:         | 60143                               |

5. Full Name: David W. Matre  
Officer/Director: Officer  
Officer's Title: Vice President & Treasurer  
Business Address: 1300 Arlington Heights Road  
City: Itasca  
State: IL  
ZIP Code: 60143
6. Full Name: James M. Hager, Jr.  
Officer/Director: Officer  
Officer's Title: Vice President & Controller  
Business Address: 1300 Arlington Heights Road  
City: Itasca  
State: IL  
ZIP Code: 60143
7. Full Name: J. Lynn Parker  
Officer/Director: Officer  
Officer's Title: Vice President, Wholesale  
Business Address: 1300 Arlington Heights Road  
City: Itasca  
State: IL  
ZIP Code: 60143
8. Full Name: Harry D. Oliver  
Officer/Director: Officer  
Officer's Title: Asst. Treasurer  
Business Address: 1300 Arlington Heights Road  
City: Itasca  
State: IL  
ZIP Code: 60143
9. Full Name: Audrey Waltenburg  
Officer/Director: Officer  
Officer's Title: Asst. Secretary  
Business Address: 1300 Arlington Heights Road  
City: Itasca  
State: IL  
ZIP Code: 60143

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "PROGRESSIVE AUTOMOTIVE SYSTEMS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2000, AT 8 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "PARTS WAREHOUSE ACQUISITION CORP." TO "PROGRESSIVE AUTOMOTIVE SYSTEMS, INC.", FILED THE TWENTIETH DAY OF FEBRUARY, A.D. 2001, AT 2:30 O'CLOCK P.M.

CERTIFICATE OF CORRECTION, FILED THE THIRTEENTH DAY OF SEPTEMBER, A.D. 2002, AT 9 O'CLOCK A.M.

CERTIFICATE OF CORRECTION, FILED THE THIRTEENTH DAY OF SEPTEMBER, A.D. 2002, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



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020663568

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2065282

DATE: 10-31-02