

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

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

Monroe Auto Equipment Company

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

Monroe Auto Equipment Company

SECOND: The name which it elects to use in Rhode Island is

Monroe Auto Equipment Company

N/A

(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 *7-13-77* 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 *Corporation Trust Center, 1209 Orange St., Wilmington, DE. 198*

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

SALE OF AUTOMOTIVE EQUIPMENT

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

<u>Name</u>	<u>Office</u>	<u>Address</u>
SEE ATTACHED RIDER	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

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>
200	Common	--	\$5.00

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	--	\$5.00

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 105,909,000

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 1,500

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 430,000,000

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 \$ 1,100,000

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 July 31, 19 89.

MONROE AUTO EQUIPMENT COMPANY
[Exact Corporate Name of Corporation Making Application]

By M. T. Segraves
Its Vice President, M. T. Segraves
and Samuel Mostkoff 7/26/89
Its Asst. Secretary, Samuel Mostkoff

STATE OF MICHIGAN }
COUNTY OF MONROE } Sc.

At Monroe in said County on the 31st day
of July 19 ⁸⁹, before me personally appeared
M. T. Segraves, who being by me first duly sworn, declared that
he is the Vice President of MONROE AUTO EQUIPMENT COMPANY,
that he signed the foregoing document as such Vice President of the
corporation, and that the statements therein contained are true.

Robert J. Legendre
Notary Public

(NOTARIAL SEAL)

✓ 57082
ML

Rec'd & Filed AUG 15 1989
1 NB 24390

OFFICERS AND DIRECTORS
OF MONROE AUTO EQUIPMENT COMPANY

January 1, 1989 through December 31, 1989

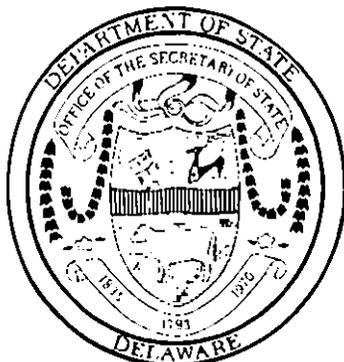
NAME	OFFICER	ADDRESS
J. P. Reilly	Chairman of Board/ Director	100 Tri-State International Lincolnshire, IL 60015
R. G. Foster	Sr. Vice President/ Director	International Drive Monroe MI, 48161
M. T. Segraves	Vice President Finance	International Drive Monroe MI, 48161
M. R. Bethell	Vice President Technical Development	International Drive Monroe MI, 49161
F. R. Hubble	Vice President Product Engineering	International Drive Monroe MI, 48161
D. L. Harbart	Vice President/ Director	Tri-State, International Lincolnshire, IL
W. N. White	Vice President Operations	International Drive Monroe MI, 48161
K. R. Yoder	Vice President Sales & Marketing	International Drive Monroe MI, 48161
J. W. Mills	Secretary	Tri-State, International Lincolnshire, IL
W. R. Zarnow	Treasurer	Tri-State, International Lincolnshire, IL
Samuel Mostkoff	Assistant Secretary	International Drive Monroe MI, 48161
Karl A. Stewart	Assistant Secretary	1010 Milam Houston TX, 77002
Kenneth Whitmire	Assistant Secretary	1010 Milam Houston TX, 77002
Patrick Mobouck	Vice President Human Resources	International Drive Monroe MI, 48161



State of DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Incorporation _____
filed in this office on July 13, 1977 _____



Michael Harkins
Michael Harkins, Secretary of State

BY: _____

M. Magnusen

DATE: _____

August 7, 1989