

DICKINSON, WRIGHT, MOON, VAN DUSEN & FREEMAN

COUNSELLORS AT LAW
800 FIRST NATIONAL BUILDING
DETROIT, MICHIGAN 48226-3555

TELEPHONE (313) 223-3500

TELECOPIER (313) 223-3598

525 NORTH WOODWARD AVENUE
P.O. BOX 509
BLOOMFIELD HILLS, MICHIGAN 48303
TELEPHONE (313) 646-4300
TELECOPIER (313) 646-8275

SUITE 200
215 SOUTH WASHINGTON SQUARE
LANSING, MICHIGAN 48933
TELEPHONE (517) 371-7300
TELECOPIER (517) 371-2939

SUITE 800
1901 L STREET, N.W.
WASHINGTON, D.C. 20036
TELEPHONE (202) 457-0180
TELECOPIER (202) 659-1559

SUITE 650
300 OTTAWA AVENUE, N.W.
GRAND RAPIDS, MICHIGAN 49503
TELEPHONE (616) 458-1300
FAX (616) 458-4783

December 19, 1990

VIA FEDERAL EXPRESS

Secretary of State
State of Georgia
Suite 315 West Tower
2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334
Attn: Expedited Filing Service

Re: Hella, Inc. (of Michigan)
Application for Certificate of Authority

Dear Sir/Madam:

Enclosed for expedited filing on behalf of Hella, Inc., a Michigan corporation, is the above referenced application and corresponding \$170.00 filing fee. A separate check in the amount of \$50.00 from our firm is also enclosed as payment for the expedited filing service. It is our understanding that expedited filing will result in the filing of the enclosed application on Thursday, December 20, 1990.

Please send evidence of the filing immediately via Federal Express to our Federal Express account number (482-1990).

Patrick A. Di-fenbacher
Dickinson, Wright, Moon, Van Dusen
& Freeman
800 First National Building
Detroit, MI 48226-3555

Secretary of State
State of Georgia
December 19, 1990
Page 2

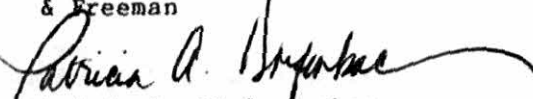
was incorporated in Bibb County, Georgia on September 18, 1975 using the name Hella, Inc., which is not in good standing. We understand that we may file, without complications, the enclosed application on behalf of Hella, Inc. incorporated in Michigan using "Hella, Inc. (of Michigan)" as the corporate name.

Please phone me directly, collect, at (313) 223-3639 should you have any questions or encounter any delays in filing the enclosed application and/or returning same day (December 20, 1990) proof of the filing.

Thank you in advance for your prompt attention to this matter.

Very truly yours,

Dickinson, Wright, Moon, Van Dusen
& Freeman


Patricia A. Diefenbacher,
Legal Assistant

PAD/amh
Enclosures

cc: Stephen Profeta (w/encl.)
Julia D. Darlow, Esq. (w/encl.)
Bernadette M. Dennehy, Esq. (w/encl.)

PAD/SECY/0001/BJ9/5



MAX CLELAND
Secretary of State
State of Georgia

BUSINESS SERVICES AND REGULATION
Suite 315, West Tower
2 Martin Luther King Jr., Drive
Atlanta, Georgia 30334
(404) 656-2817

A100F

Eff. 7/1/89
J. F. GULLION
Director

APPLICATION FOR CERTIFICATE OF AUTHORITY

I.	Filing Date: 12/30/90	Code: FP	Docket Number: 90351667, 069
	Assigned Exam: 69	Amount: \$	By:
	Control Number: 9022839	Completed:	

DO NOT WRITE ABOVE THIS LINE - SOS USE ONLY

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE THE REMAINDER OF THIS FORM.

II.	Corporate Name:	HELLA, INC. (of Michigan)		
	Mailing Address:	42 Jackson Drive		
	City:	State:	Zip Code:	
	Cranford	New Jersey	07016	
III.	Fees Submitted By:	Dickinson, Wright, Moon, Van Dusen & Freeman		
	Amount Enclosed: \$	170.00	Check Number:	
IV.	Name of Registered Agent in Georgia:	C T CORPORATION SYSTEM		
V.	Registered Office in Georgia:	c/o C T CORPORATION SYSTEM, 2 Peachtree Street, N. W.		
	City:	State:	Zip Code:	
	Atlanta	Georgia	30383	
VI.	Date Incorporated:	Home State:	Corporate Duration:	
	01-19-82	Michigan	Perpetual	
	Check One:	<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> OR	<input type="checkbox"/> Non-Profit
VII.	Date Business Commenced (or Proposed) in Georgia:	February 1, 1991		
VIII.	Officer:	Mitch L. Williams, President	Address:	42 Jackson Drive Cranford, NJ 07016
	Officer:	Stephen Profeta, Secretary	Address:	42 Jackson Drive Cranford, NJ 07016
	Officer/Director:	J. Charles Koenig, Treasurer	Address:	1101 Vincennes Avenue Flora, IL 62839
	Director:	Walter A. Genthe	Address:	1101 Vincennes Avenue Flora, IL 62839
	Director:	Horst Krillecke	Address:	Hella KG Hueck & Co. Postfach 2840 4780 Lippstadt, Fed. Rep. of Germany
	Director:	Mitch L. Williams	Address:	42 Jackson Drive Cranford, NJ 07016
IX.	Applicant/Attorney:	Julia D. Darlow, Esq.	Telephone:	(313) 223-3500
	Address:	800 First National Building		
	City:	State:	Zip Code:	
	Detroit	Michigan	48226	

NOTICE: Attach Certificate of Existence from home state, Secretary of State filing fee (Profit-\$170.00; Nonprofit-\$70.00) and mail to Secretary of State at above address.

Authorized Signature:  Date: December 18, 1990

Secretary of State
Business Services and Regulation

Suite 315, West Tower

Arthur Wren Jr. Dr.

934-1530

FORM NUMBER : F3
DOCKET NUMBER : 92003589
CHARTER NUMBER : 9022839 FP
DATE QUALIFIED IN GA. : 12/20/90
JURISDICTION : MICHIGAN

ESTED BY / MAILED TO:

(OF MICHIGAN)
NATIONAL BLDG.
MI 48226

ED CERTIFICATE OF AUTHORITY - CHANG.

ACTIONS: TO CHANGE THE NAME ON THE
ORITY, COMPLETE THE FOLLOWING INFORM
ES OF THIS FORM TO THE SECRETARY OF
FORTH BELOW. YOU MUST ATTACH A CER
URRENCE OF THE NAME CHANGE, DULY CE
FICIAL OF THE CORPORATION'S JURISDI

NEW NAME: HELLA, INC.
OLD NAME: HELLA, INC. (OF MICHJ
DATE NAME CHANGED: ~~XXXXXXXXXX~~
~~XXXXXXXXXX~~
DATE INCORPORATED: 01-19-82

SIGNATURE: *Julia D.*
Julia D. Darlov

FEE FUE: \$20.00
CERTIFICATE - SOS USE ON
RECEIPT : 92051000^E
AMOUNT : 20.00
EXAMINER: _____
EFF DATE: _____



SECURITIES
656-2894

ASSISTANT
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CORPORATION WITH NA
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sact busine

seal in the city of
date set forth above.

Secretary of State
Business Services and Regulation

Suite 215, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

FORM NUMBER : NR
CERTIFICATE DATE : 01/02/92
DOCKET NUMBER : 91364911
TELEPHONE : 404-656-3173

REQUESTED BY:

DICKINSON, WRIGHT, MOON
800 FIRST NATIONAL BUILDING
DETROIT MI 48226

NAME RESERVATION CERTIFICATE

THE RECORDS OF THE SECRETARY OF STATE HAVE BEEN REVIEWED AND THE FOLLOWING NAME IS NOT IDENTICAL TO, AND APPEARS TO BE DISTINGUISHABLE FROM, THE NAME OF ANY OTHER EXISTING CORPORATION, PROFESSIONAL ASSOCIATION, OR LIMITED PARTNERSHIP ON FILE PURSUANT TO THE APPLICABLE PROVISIONS OF GEORGIA LAW. (TITLE 14 OF THE OFFICIAL CODE OF GEORGIA ANNOTATED).

"HELLA, INC."

THIS CERTIFICATE SHALL BE VALID FOR A NONRENEWABLE PERIOD OF NINETY (90) DAYS FOR PROFIT AND NONPROFIT CORPORATIONS, PROFESSIONAL ASSOCIATIONS (DP, FP, DN, FN, & PA), OR LIMITED PARTNERSHIPS (7D OR 7E), FROM THE DATE OF THIS CERTIFICATE. PLEASE SUBMIT THE ORIGINAL CERTIFICATE (WHITE COPY) WITH THE ARTICLES OF INCORPORATION, CERTIFICATE OF LIMITED PARTNERSHIP, APPLICATION FOR PROFESSIONAL REGISTRATION OR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS

NAME RESERVATIONS ARE NOT RENEWABLE AFTER EXPIRATION OF THE TUTORIAL RESERVATION PERIOD SET OUT ABOVE.



Max Cleland

MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey

VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE

SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT-LINE
404-656-2222
Outside Metro-Atlanta

9205100
9022839
2/20/19
MICHIGAN
/19/1992
5
0/1992

DICKINSON, WRIGHT, MOON, VAN DUSEN & FREEMAN
COUNSELLORS AT LAW
800 FIRST NATIONAL BUILDING
DETROIT, MICHIGAN 48226-3555

TELEPHONE (313) 223-3500
FACSIMILE (313) 223-3598

BLOOMFIELD HILLS, MICHIGAN
LANSING, MICHIGAN
GRAND RAPIDS, MICHIGAN
WASHINGTON, D.C.
CHICAGO, ILLINOIS

February 7, 1992

Secretary of State
Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King, Jr., Drive
Atlanta, Georgia 30334-1530

*FP
9022839
Michigan
12-20-90
owe 92*

Re: Hella, Inc. (of Michigan)
Charter No. 9022839 FP

Dear Sir or Madam:

Enclosed for filing by the original applicant/attorney on behalf of the above referenced corporation is Form F3, Amended Certificate of Authority-Change of Corporate Name, together with the Name Reservation Certificate issued January 2, 1992 for the name "Hella, Inc." Also enclosed is our check number D 43215 in the amount of \$20.00 in payment of the filing fee.

Although the instructions on Form F3 indicate that a certificate attesting to the occurrence of the name change must be attached, we have been informed by Stacey Gilley of your office that such a certificate is not necessary in this case as we had requested the dissolution of a Georgia corporation using the name Hella, Inc., which was no longer in good standing, in order to register our client under its proper corporate name of Hella, Inc. instead of Hella, Inc. (of Michigan). A copy of our letter dated October 16, 1991 in which we requested on behalf of our client the dissolution of the Georgia Hella, Inc. is attached for your reference.

Please send confirmation of the filing to the undersigned as follows:

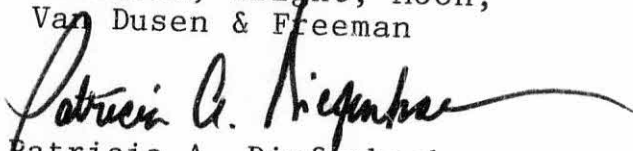
Patricia A. Diefenbacher, Legal Assistant
Dickinson, Wright, Moon, Van Dusen & Freeman
800 First National Building
Detroit, Michigan 48226-3555

Secretary of State
February 7, 1992
Page Two

DICKINSON, WRIGHT, MOON, VAN DUSEN & FREEMAN

Should you have any questions or require further information, I may be contacted by mail or by telephone, collect, at (313) 223-3639. Thank you for your assistance with this matter.

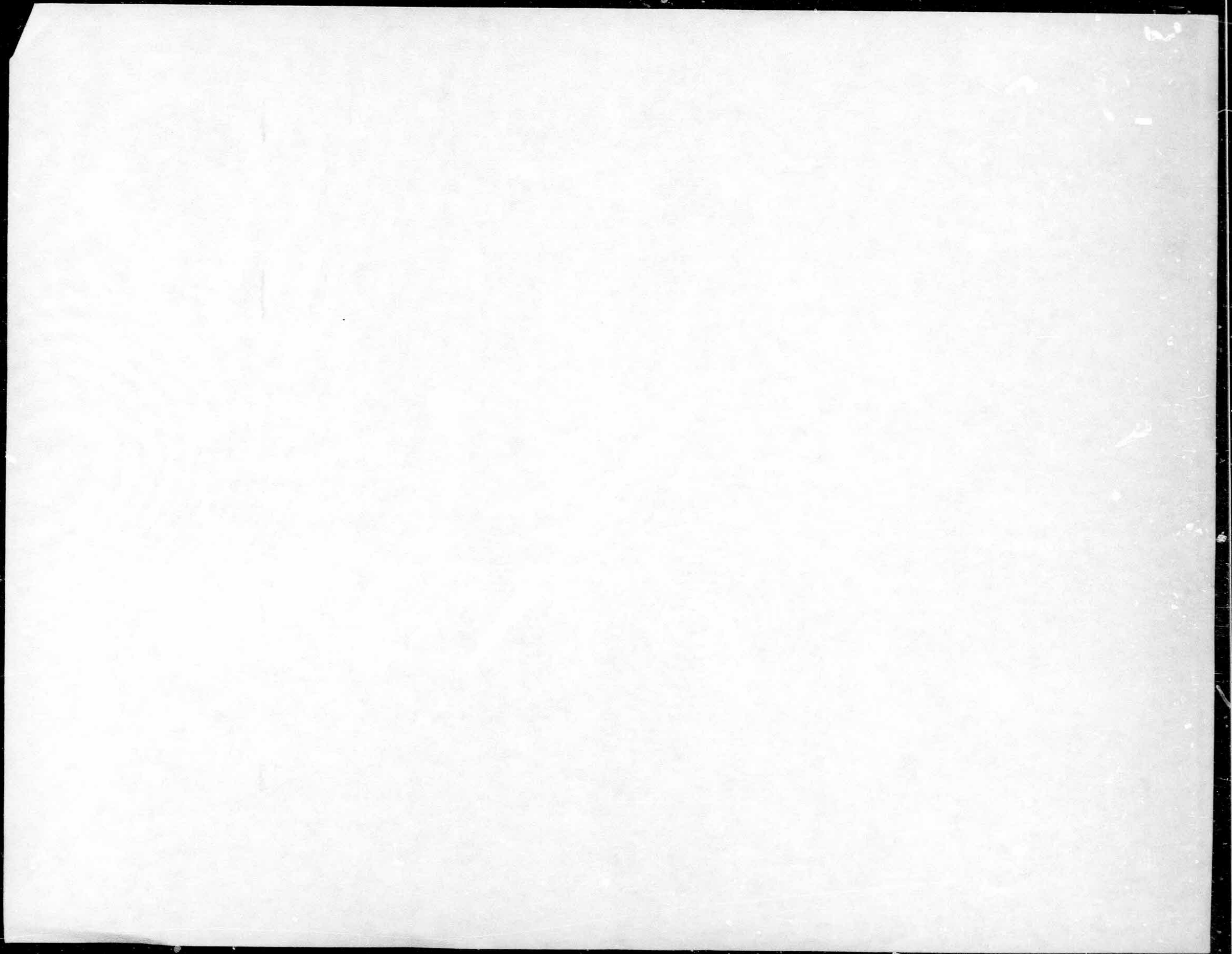
Very truly yours,
Dickinson, Wright, Moon,
Van Dusen & Freeman


Patricia A. Diefenbacher
Legal Assistant

PAD/hp
Enclosure

cc: Stephen Profeta, Hella, Inc. (w/encl.)
Julia D. Darlow, Esq. (w/encl.)

PAD/18588/0001/AD2/2



Secretary of State
Business Services and Regulation

Suite 315, West Tower

2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30234-1330

CONTROL NUMBER : 90218 3 11
DATE EFFECTIVE (GA.): Dec 20/90
JURISDICTION : MICHIGAN
EXAMINER : DONNA HYDE
TELEPHONE : 404-656-0624

REQUESTED BY:

JULIA D. DARLOW
800 FIRST NATIONAL BUILDING
DETROIT, MICHIGAN 48226

CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS

I, MAX CLELAND, Secretary of State and the Corporations Commissioner of the State of Georgia do hereby certify, under the seal of my office, that

"HELLA, INC. (OF MICHIGAN)"

has been duly incorporated under the laws of the jurisdiction set forth above and has filed an application, meeting the requirements of O.C.G.A. §14-2-1503 (profit corporations) or O.C.G.A. §14-3-245 (nonprofit corporations) to transact business in this state.

WHEREFORE, by the authority vested in me as Corporations Commissioner of this state, and pursuant to O.C.G.A. §14-2-1505, this corporation is hereby granted this certificate of authority to transact business in the State of Georgia for those purposes set forth in its application, so long as the corporation retains its authority to do such business in its jurisdiction of incorporation, and so long as its authority to do business in this state has not been suspended, revoked, or surrendered as provided for in O.C.G.A. §14-2-101 *et seq.*

WITNESS, my hand and official seal, in the City of Atlanta and the State of Georgia on the date set forth below.

DATE: DECEMBER 20, 1990

FORM A2 (JULY 1989)



Max Cleland

MAX CLELAND
SECRETARY OF STATE

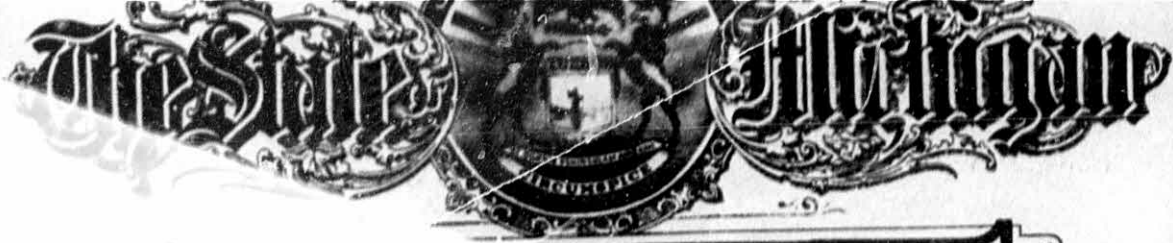
SECURITIES
656-2892

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT-LINE
404-656-2222
Outside Metro-Atlanta

99 067 205 0000



Michigan Department of Commerce

Lansing, Michigan

This is to Certify That

HELLA, INC., A PROFIT CORPORATION

was validly incorporated on

JANUARY 19, 1982

in Michigan

corporation, and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose. It is in the usual form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 14th day of DECEMBER, 19 90.

Larry L. Meyer Director