



F00000006953

ACCOUNT NO. : 072100000032

REFERENCE : 929289 4321158

AUTHORIZATION :

Patricia Pyjunt

COST LIMIT : \$ 70.00

ORDER DATE : December 12, 2000

ORDER TIME : 12:47 PM

ORDER NO. : 929289-010

600003501526--8

CUSTOMER NO: 4321158

CUSTOMER: Ms. Christine Nishioka
Jones Day Reavis & Pogue
Suite 4600
555 West 5th Street
Los Angeles, CA 90013-1025

FOREIGN FILINGS

NAME: EDELBROCK CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson -- EXT# 1155

EXAMINER: _____

FILED
00 DEC 14 PM 4: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2000 DEC 14 PM 1:42
TO APPLICANT
TO AGENCY OF FILING

OK 12/14

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Edelbrock Corporation
(Name of corporation - must include suffix)

FILED
DEC 14 PM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida" "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Jeffrey L. Thompson
(Name of Person)
Edelbrock Corporation
(Firm/Company)
2700 California Street
(Address)
Torrance, California 90503
(City/State and Zip code)

For further information concerning this matter, please call:

Jeffrey L. Thompson at (310) 781-2222
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. **EDELBROCK CORPORATION**

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of natural person or partnership if not so contained in the name at present.)

2. **Delaware**

(State or country under the law of which it is incorporated)

3. **33062-7520**

(FEI number, if applicable)

4. **August 10, 1994**

(Date of incorporation)

5. **Perpetual**

(Duration: Year corp. will cease to exist or "perpetual")

6. **Upon qualification**

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. **2700 California Street, Torrance, CA 90503**

(Principal office address)

2700 California Street, Torrance, CA 90503

(Current mailing address)

8. **Any and all legal activity as permitted by the state.**

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box NOT acceptable)

Name: **Corporation Service Company**

Office Address: **1201 Hays Street**

Tallahassee, Florida **32301**

(City)

(Zip code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

Deborah D. Skipper

(Registered agent's signature)

Deborah D. Skipper
Asst. Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED
DEC 14 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

FILED
DEC 14 PM 4 20
TALLAHASSEE FLORIDA
SECRETARY OF STATE

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

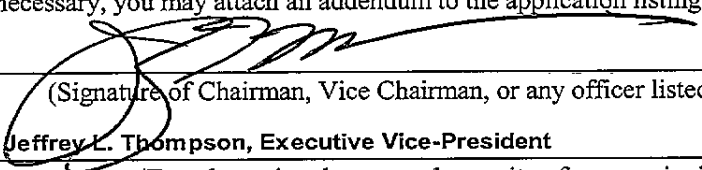
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Jeffrey L. Thompson, Executive Vice-President
(Typed or printed name and capacity of person signing application)

Officers/Directors Rider

A. Directors

1. O. Victor Edelbrock, Chairman
2700 California Street, Torrance, CA 9050
2. Jeffrey L. Thompson
2700 California Street, Torrance, CA 90503
3. Aristedes T. Feles
2700 California Street, Torrance, CA 90503
4. Cathleen Edelbrock-Ford
2700 California Street, Torrance, CA 90503
5. Jerry Herbst
2700 California Street, Torrance, CA 90503
6. Richard M. Wilbur
2700 California Street, Torrance, CA 90503
7. Timothy D. Pettit
2700 California Street, Torrance, CA 90503

FILED
00 DEC 14 PM 4: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. Officers

1. O. Victor Edelbrock - President, CEO
2700 California Street, Torrance, CA 90503
2. Jeffrey L. Thompson - Executive Vice-President, COO
2700 California Street, Torrance, CA 90503
3. Cathleen Edelbrock-Ford - Secretary, Vice-President of Advertising
2700 California Street, Torrance, CA 90503
4. Aristedes T. Feles - Treasurer, Chief Financial Officer
2700 California Street, Torrance, CA 90503

**UNANIMOUS WRITTEN CONSENT OF THE EXECUTIVE COMMITTEE OF THE
BOARD OF DIRECTORS**

TO ACTION TAKEN WITHOUT MEETING

OF

EDELBROCK CORPORATION

a Delaware corporation

Pursuant to Sections 108 and 141(f) of the General Corporation Law of the State of Delaware, the undersigned being the Directors of EDELBROCK CORPORATION, a Delaware corporation (the "Corporation") and members of the Executive Committee hereby consent to, adopt, ratify, confirm and approve, as of the date written below, the following resolutions:

WHEREAS, it is in the best interest of the Corporation to transact business in the State of Florida and file an Application By Foreign Corporation For Authorization To Transact Business In Florida with the Florida Department of State.

RESOLVED, that the Corporation shall transact business in the State of Florida as a foreign corporation.

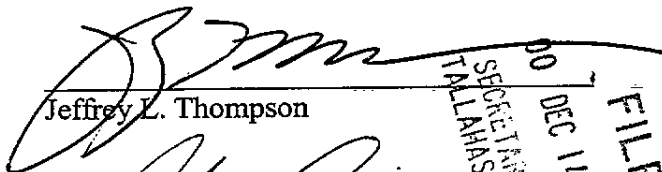
RESOLVED, that the undersigned hereby authorize the officers of the Corporation to execute and file any and all documents required by the Florida Department of State to effect the authorization to transact business as a foreign corporation in the State of Florida.

FILED
00 DEC 14 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have executed this Written Consent, effective as of December 12, 2000.



O. Victor Edelbrock, Jr.



Jeffrey L. Thompson



Aristedes T. Feles

FILED
DEC 14 PM 4:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EDEL BROCK CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF DECEMBER, A.D. 2000.

FILED
00 DEC 14 PM 4: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

2425623 8300

AUTHENTICATION: 0849980

001622439

DATE: 12-12-00