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McBride Baker & Coles  
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October 16, 2001

VIA FEDERAL EXPRESS  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 33299

900004639349--3  
-10/17/01--01038--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Articles of Merger of XMGM Company, Inc., XMGM Co. of Florida, and  
XMGM of California, Inc.  
Application by Foreign Corporation for Authorization to  
Transact Business in Florida of XMGM Company, Inc.

Dear Sir or Madam:

Enclosed for filing, in the order presented, are the following filings:

1. Articles of Merger of XMGM Company, Inc., XMGM Co. of Florida, and XMGM of California, Inc., to be filed before the application by Foreign Corporation;
  2. Check for \$116.75 in payment of the filing fee and certified copy;
  3. Application by Foreign Corporation for Authorization to Transact Business in Florida;
  4. Certificate of Good Standing for XMGM Company, Inc., an Illinois corporation
- and
5. Check for \$78.75 in payment of the filing fee and certified copy;

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Please send us certified copies of the filings in the return envelope provided. Do not hesitate to contact us if you have any question or comments. Thank you.

Sincerely yours,

Maureen A. Drews

MAD/dk  
Enclosures  
cc: Kenneth A. Jenero  
1187141

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

2. Illinois 3. \_\_\_\_\_  
 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 6, 1985 5. perpetual  
 (Date of incorporation) (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. 1800 W. 43rd St., Chicago IL 60609  
 (Principal office address)

1800 W. 43rd St., Chicago IL 60609  
 (Current mailing address)

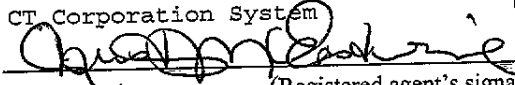
8. See Attachment  
 (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

Name: CT Corporation System  
 Office Address: 1200 S. Pine Island Road  
Plantation, Florida 33324  
 (City) (Zip code)

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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.*

CT Corporation System  
  
 (Registered agent's signature)  
**Christine M. Eastwine**  
 Assistant 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.

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: \_\_\_\_\_

B. OFFICERS

President: See attached officers/directors rider

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

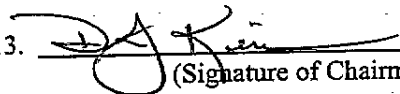
Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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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. D. JEFFERY KEISER VP FINANCE  
(Typed or printed name and capacity of person signing application)

ATTACHMENT  
APPLICATION BY FOREIGN CORPORATION FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA  
XMGGM COMPANY, INC.

8. Purpose of corporation authorized in home state to be carried out in State of Florida:

To engage in the business of general automotive, truck and trailer repairs, sales, leasing, supplies, and services, and any other business, or occupation which may develop or become available to the company.

12. Names and business addresses of officers and directors:

<b>Officers</b>	<b>Position</b>	<b>Address</b>
Randy Schwoeble	President	1800 West 43rd Street Chicago, IL 60609
Chuck Genoar	Vice President	1800 West 43rd Street Chicago, IL 60609
Jeff Keiser	Vice President of Finance	1800 West 43rd Street Chicago, IL 60609
Tom Williams	Executive VP	1800 West 43rd Street Chicago, IL 60609
Gail Parris	Secretary	1800 West 43rd Street Chicago, IL 60609

<b>Directors</b>	<b>Address</b>
Chris Redlich, Jr.	1800 West 43rd Street Chicago, IL 60609
Doug Tilden	1800 West 43rd Street Chicago, IL 60609
Gail Parris	1800 West 43rd Street Chicago, IL 60609

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File Number 5406-681-3



**To all to whom these Presents Shall Come, Greeting:**

*I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that*

XMG M COMPANY, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE DECEMBER 6, 1985, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.

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**In Testimony Whereof, I, hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this** 16TH **day of** OCTOBER **A.D.** 2001



*Jesse White*

SECRETARY OF STATE