

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF AFG AUTO GLASS, INC.

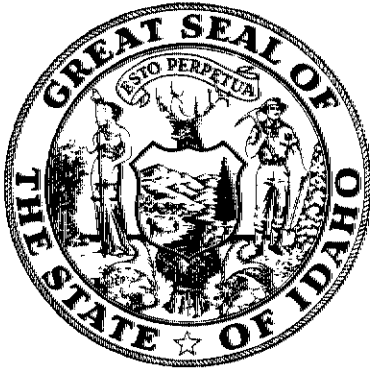
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of an Application of _____
AFG AUTO GLASS, INC.

_____ for a Certificate of Authority to transact business in this State,
duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Authority to _____
AFG AUTO GLASS, INC.

to transact business in this State under the name _____
AFG AUTO GLASS, INC.
_____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated July 20, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

Sada Mauthey

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is AFG AUTO GLASS, INC. 87 JUL 20 AM 8 51

2. The name which it shall use in Idaho is AFG AUTO GLASS, INC.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is December 12, 1986 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 1209 Orange Street, Wilmington, Delaware 19801

6. The address to which correspondence should be addressed, if different from that in item 5. P.O. Box 929, 1400 Lincoln Street, Kingsport, Tennessee 37662

7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Installation of automotive windshields and other glass replacements.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
SEE ATTACHED RIDER		

(continued on reverse)

(Rider)

AFG AUTO GLASS, INC.

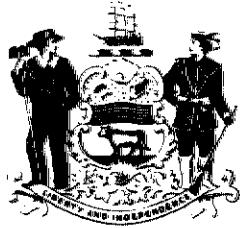
DIRECTORS:

G. G. Miller	18200 Von Karman Avenue, Irvine, California 92715
J. J. Newcom	120 West 12th Street, Kansas City, Missouri 44105

OFFICERS:

R. C. Cunningham	President	1400 Lincoln St., Kingsport, TN 37662
J. W. Bradford, Jr.	Secretary	1400 Lincoln St., Kingsport, TN 37662
G. G. Miller	Treasurer/VP	18200 Von Karman Ave., Irvine, CA 92715
J. J. Newcom	Asst. Secretary Vice President	120 W. 12th St., Kansas City, MO 44105
R. M. Wright, Jr.	Asst. Secretary	120 W. 12th St., Kansas City, MO 44105
P. A. Ruth	Asst. Secretary	120 W. 12th St., Kansas City, MO 44105

State of Delaware



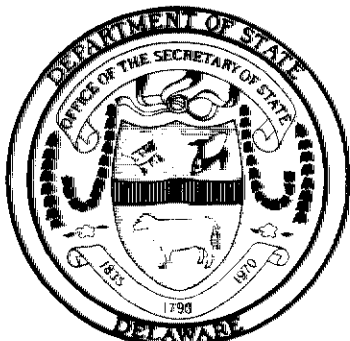
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Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY AFG AUTO GLASS, INC. 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 DATE SHOWN BELOW.

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Michael Harkins, Secretary of State

AUTHENTICATION: 11278267
DATE: 06/16/1987

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State of Delaware



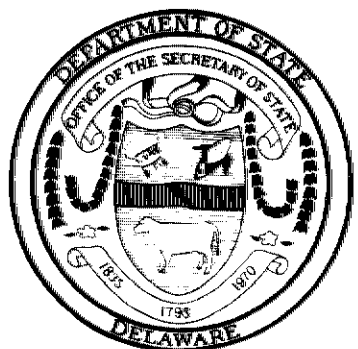
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Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE CERTIFICATE OF OWNERSHIP OF SAFELITE GLASS CORP., A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING AFG AUTO GLASS, INC. A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, ACME AUTO CO., INC. A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MINNESOTA, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF NOVEMBER, A.D. 1989, AT 10:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

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729333105

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 12431515
DATE: 11/29/1989