

State of Idaho

Department of State

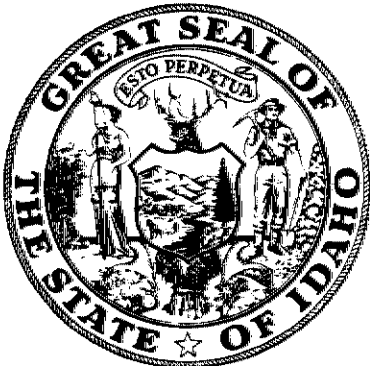
CERTIFICATE OF AUTHORITY OF

THE ALLEN GROUP INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of THE ALLEN GROUP 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 THE ALLEN GROUP INC. to transact business in this State under the name THE ALLEN GROUP INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated April 30, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

April Lindstrom
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:

APR 30 10 05 AM 1987
SECRETARY OF STATE

1. The name of the corporation is The Allen Group Inc.

2. The name which it shall use in Idaho is The Allen Group 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 the State of Delaware

4. The date of its incorporation is February 3, 1969 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 c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801

6. The address to which correspondence should be addressed, if different from that in item 5. The Allen Group Inc., 534 Broad Hollow Road, Melville, New York 11747

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 CT CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

To engage in the manufacture, sale and distribution of automotive products and merchandise and personal property of every nature whatsoever.

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

Name	Office	Address
See attached Schedules A and B		

DEPARTMENT OF REVENUE
BOISE, IDAHO
(continued on reverse)

SCHEDULE A

<u>Name and Title</u>	<u>Business Address</u>
Donald E. Bindler Senior Vice President	The Allen Group Inc. 534 Broad Hollow Road Melville, New York 11747
William Blick, Jr. Assistant Treasurer	The Allen Group Inc. 534 Broad Hollow Road Melville, New York 11747
R. Michael Briggs Executive Vice President- Operations	The Allen Group Inc. 534 Broad Hollow Road Melville, New York 11747
John K. Burk Assistant Controller	The Allen Group Inc. 534 Broad Hollow Road Melville, New York 11747
John R. Calcagni Assistant Secretary	The Allen Group Inc. 534 Broad Hollow Road Melville, New York 11477
Carlos I. Diaz Vice President	The Allen Group Inc. 534 Broad Hollow Road Melville, New York 11747
Joseph A. Gallo Assistant Treasurer	The Allen Group Inc. 534 Broad Hollow Road Melville, New York 11747
Stephen E. Gilhuley Vice President and General Counsel and Secretary	The Allen Group Inc. 534 Broad Hollow Road Melville, New York 11747
Andris Grants Vice President-Corporate Development	The Allen Group Inc. 534 Broad Hollow Road Melville, New York 11747
Sheldon Gross Vice President	National Rubber Company Limited 394 Symington Avenue Toronto, Ontario, Canada M6N 2W3

Name and Title

Business Address

Walter B. Kissinger
Chairman of the Board,
President and Chief
Executive Officer

The Allen Group Inc.
534 Broad Hollow Road
Melville New York 11747

James L. LePorte
Assistant Controller

The Allen Group Inc.
534 Broad Hollow Road
Melville, New York 11747

J. Chisholm Lyons
Vice Chairman of the Board

Smith, Lyons, Torrance,
Stevenson & Mayer
Suite 3400, Exchange Tower
P.O. Box 420
2 First Canadian Place
Toronto, Ontario Canada M5X 1J3

Richard P. Motta
Vice President and Treasurer

The Allen Group Inc.
534 Broad Hollow Road
Melville, New York 11747

Robert G. Paul
Vice President-Finance

The Allen Group Inc.
534 Broad Hollow Road
Melville, New York 11747

Stuart M. Wilens
Vice President and Controller

The Allen Group Inc.
534 Broad Hollow Road
Melville, New York 11747

Robert A. Youdelman
Vice President-Taxation
and Assistant Secretary

The Allen Group Inc.
534 Broad Hollow Road
Melville, New York 11747

SCHEDULE B

<u>Name</u>	<u>Business Address</u>
Wade W. Allen	65 Fox Ridge Road Stamford, Connecticut 06903
George A. Chandler	Aqua-Chem, Inc. P.O. Box 421 Milwaukee, Wisconsin 53201
Philip W. Colburn	The Allen Group Inc. 11611 San Vicente Boulevard Suite 660 Los Angeles, California 90049
Albert H. Gordon	Kidder, Peabody Group Inc. 10 Hanover Square New York, New York 10005
Walter B. Kissinger	The Allen Group Inc. 534 Broad Hollow Road Melville, New York 11747
Henry Kohorn	The Allen Group Inc. 307 North Michigan Avenue Suite 2024 Chicago, Illinois 60601
J. Chisholm Lyons	Smith, Lyons, Torrance, Stevenson & Mayer Suite 3400, Exchange Tower P.O. Box 420 2 First Canadian Place Toronto, Ontario, Canada M5X 1J3
Charles W. Robinson	Energy Transition Corporation 213 Cathedral Place P.O. Box 2224 Santa Fe, New Mexico 87501
Felix Schnyder	Via Navegna 25 CH-6648 Minusio-Locarno Switzerland
Richard S. Vokey	Boston Private Bank & Trust Co. One Winthrop Square Boston, Massachusetts 02110
William M. Weaver, Jr.	Alex. Brown & Sons Incorporated Brown Brothers Harriman Building 63 Wall Street New York, New York 10005

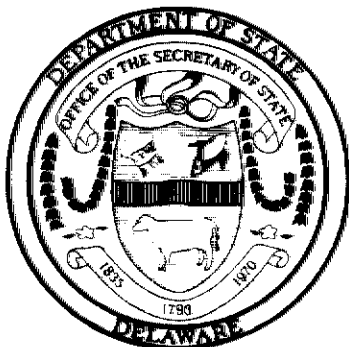


APR 30 10 05 AM '87
SECRETARY OF STATE

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ALLEN GROUP 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
Michael Harkins, Secretary of State

AUTHENTICATION: 1215423

DATE: 04/28/1987