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CT Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

CORPORATION(S) NAME

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-06/21/99--01122--004
*****70.00 *****70.00

200002910812--1
-06/21/99--01122--005
*****8.75 *****8.75

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Kinco Adventure, Inc

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. Kimco Autoventure, 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. Delaware
(State or country under the law of which it is incorporated)

3. 52-2077426
(FEI number, if applicable)

4. November 4, 1997
(Date of incorporation)

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

6. UPON QUALIFICATION
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, and 817.155, F.S.)

7. c/o Kimco Realty Corporation, 3333 New Hyde Park Road, Suite 100
New Hyde Park, NY 11042
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, including but not limited to owning and managing
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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

Name: C T CORPORATION SYSTEM

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

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10. Registered agent 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 obligation of my position as registered agent.

C T CORPORATION SYSTEM
(Registered agent's signature)

CONNIE BRYAN
SPECIAL 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.

*real property in its own name and on behalf of others.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Milton Cooper

Address: c/o Kimco Realty Corporation, 3333 New Hyde Park Rd. New Hyde Park, NY 11042

Vice Chairman: N/A

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Michael J. Flynn

Address: c/o Kimco Realty Corporation, 3333 New Hyde Park Rd. New Hyde Park, NY 11042

Vice President: Michael V. Pappagallo

Address: c/o Kimco Realty Corporation, 3333 New Hyde Park Rd. New Hyde Park, NY 11042

Secretary: Bruce M. Kauderer

Address: c/o Kimco Realty Corporation, 3333 New Hyde Park Rd. New Hyde Park, NY 11042

Treasurer: Glenn Cohen

Address: c/o Kimco Relaty Corporation, 3333 New Hyde Park Rd. New Hyde Park, NY 11042

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

13. By: Michael V. Pappagallo
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael V. Pappagallo, Vice President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KIMCO AUTOVENTURE, 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 EIGHTEENTH DAY OF JUNE, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9814620

DATE: 06-18-99