

FROM HILL, WARD, HENDERSON, P.A.

(TUE) 6.26'01 10:35/ST.10:35/NO.4260294569 P 1

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : HILL, WARD & HENDERSON, P.A. II
Account Number : 072100000520
Phone : (813) 221-3900
Fax Number : (813) 221-2900

AL

FOREIGN LIMITED LIABILITY COMPANY

Dealer Profit Systems, L.L.C.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$160.00

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FLORIDA

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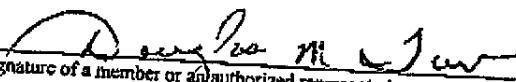
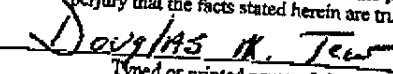
**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO
TRANSACT BUSINESS IN THE STATE OF FLORIDA:**

1. Name : Dealer Profit Systems, L.L.C.
2. Organized in the State of Delaware
3. FEI Number: 58-2628641
4. Date of Organization: May 14, 2001
5. Duration: Perpetual
6. Date first Transacted Business in Florida: Upon Qualification
7. Address of Principal Office: 4636 North Dale Mabry Highway
Tampa, Florida 33614
8. The limited liability company is a manager-managed company
9. The name and usual business addresses of the manager is follows:

James W. Cole
4636 North Dale Mabry Highway
Tampa, Florida 33614

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted).
11. Nature of business or purposed to be conducted or promoted in Florida: all purposes allowed under Florida Law


Signature of a member or an authorized representative of a member
(In accordance with section 608.408(3), F.S., the execution of this
document constitutes an affirmation under the penalties of
perjury that the facts stated herein are true.)

Typed or printed name of signer

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS
THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND
REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: Dealer Profit Systems, L.L.C.
2. The name and the Florida street address of the registered agent and office are:

CT CORPORATION SYSTEM
1200 SOUTH FINE ISLAND ROAD
PLANTATION FL 33324

*Having been named as registered agent and to accept services of process for the
above-stated limited liability company at the place designated in this certificate, 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 relating to the proper and
complete performance of my duties, and I am familiar with and accept the obligations
of my position as registered agent as provided for in Chapter 608, Florida Statutes*

CT CORPORATION SYSTEM

By: Barbara A Burke

BARBARA A. BURKE
SPECIAL ASSISTANT SECRETARY

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FROM HILL, WARD, HENDERSON, P.A.
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State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DEALER PROFIT SYSTEMS L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF JUNE, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DEALER PROFIT SYSTEMS L.L.C." WAS FORMED ON THE FOURTEENTH DAY OF MAY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

CLERK OF COURSE
TALLAHASSEE, FLORIDA

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FILED



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1190230

DATE: 06-14-01

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