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Division of Corporations
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 Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA/FOREIGN LIMITED LIABILITY CO.

Fairbanks Properties, LLC d/b/a DCS Fairbanks Proper

Certificate of Status	0
Certified Copy	0
Page Count	06
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TALLAHASSEE, FLORIDA

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OFFICE OF FINANCIAL REGULATION

**FINANCIAL SERVICES
COMMISSION**

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ATTORNEY GENERAL

ALEX SINK
CHIEF FINANCIAL OFFICER

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

ALEX HAGER
ACTING COMMISSIONER

May 13, 2009

Mr. Eugene Wallace
1021 Main Suite 1150
Houston, TX 77002

Dear Mr. Wallace:

Re: Fairbanks Properties, LLC d/b/a DCS Fairbanks Properties, LLC

Thank you for your recent letter/fax requesting approval for use of the above-referenced name.

It is the opinion of this Office that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Office does not object to your use of the above-referenced name being registered to conduct business in the state of Florida. However, this does not give one the authority to act in any licensed capacity until all licensing requirements have been met within this state.

Sincerely,

Linda B. Charity
Director

LBC:bk

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,
Department of State

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TALLAHASSEE, FLORIDA
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WRITTEN CONSENT TO ADOPT ALTERNATE NAME FOR USE IN THE STATE OF FLORIDA

We, the undersigned, do hereby certify that we are the Managers and/or Managing

Members of Fairbanks Properties, LLC
(Name of Limited Liability Company)

a limited liability company duly organized and existing under the laws of

Delaware
(State or Country of Organization)

Because the name of this foreign limited liability company does not satisfy the

requirements of the s. 608.406, F.S., the limited liability company hereby adopts

following name to transact business in the state of Florida:

DCS Fairbanks Properties, LLC

(Name to be used by limited liability company in Florida. NOTE: Name must end with Limited Liability Company, L.L.C., or LLC.)

Date: _____

Signature(s) of Manager(s) and/or Managing Member(s):

Robert M. Nalley

Robert M. Nalley, Manager

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TALLAHASSEE, FLORIDA

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

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

1. Fairbanks, Properties, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")
DCS Fairbanks Properties, LLC

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware 3. 42-1575273
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. February 12, 2003 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. upon filing
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 6700 Hollister, Houston, Texas 77040
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here [X]

9. The name and usual business addresses of the managing members or managers are as follows:
*See Attached

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 purposes to be conducted or promoted in Florida: Title vehicles in state of Florida.

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.)
Robert M. Nalley, Assistant Operating Manager
Typed or printed name of signee

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TALLAHASSEE, FLORIDA

**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:

Fairbanks properties, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

DCS Fairbanks Properties, LLC

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System

(Name)

1200 South Pine Island Road

Florida Street Address (P.O. Box NOT ACCEPTABLE)

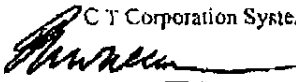
Plantation FL 33324

City/State/Zip

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TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service 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.

By: 
C T Corporation System
(Signature)

E.A. Wallace
Assistant Secretary

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

Fairbanks Properties, LLC

Members:

Dealer Computer Services, Inc. 6700 Hollister, Houston, Texas 77040
Key Control Holding, Inc. 6700 Hollister, Houston, Texas 77040

Managers:

Robert T. Brockman Operating Manager
6700 Hollister, Houston, Texas 77040

Robert M. Nalley Assistant Operating Manager
6700 Hollister, Houston, Texas 77040

Dan S. Agan Assistant Operating Manager
6700 Hollister, Houston, Texas 77040

Carlan M. Cooper Assistant Operating Manager
200 Quality Circle, College Station, Texas 77845

Terry W. Jones Assistant Operating Manager
6700 Hollister, Houston, Texas 77040

Norman T. Barras Assistant Operating Manager
6700 Hollister, Houston, Texas 77040

Donald B. Holender Assistant Operating Manager
6700 Hollister, Houston, Texas 77040

Robert D. Burnett Treasurer/Manager
6700 Hollister, Houston, Texas 77040

Kenneth E. Bunney Secretary/Manager
One Reynolds Way, Dayton, Ohio 45430

Sheri A. Robinson Manager
6700 Hollister, Houston, Texas 77040

William W. Matteson Assistant Manager
One Reynolds Way, Dayton, Ohio 45430

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FAIRBANKS PROPERTIES, LLC" 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 SEVENTH DAY OF APRIL, A. D. 2009.

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

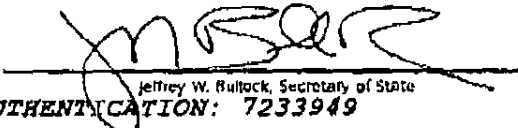
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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7233949

DATE: 04-07-09