

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 070257 4304766

AUTHORIZATION :

COST LIMIT : \$ 155.00



ORDER DATE : March 18, 2016

ORDER TIME : 10:23 AM

ORDER NO. : 070257-010

CUSTOMER NO: 4304766

FOREIGN FILINGS

NAME: AUTO TITLES OF AMERICA LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams -- EXT# 62935

EXAMINER: _____

FILED
2016 MAR 21 A 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Auto Titles of America LLC
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Mark J. DeVito
Name of Person
c/o Burns & Levinson LLP
Firm/Company
125 Summer Street
Address
Boston, MA 02110
City/State and Zip Code
mdevito@burnslev.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Mark J. DeVito at (617) 345-3673
Name of Contact Person Area Code Daytime Telephone Number

MAILING ADDRESS:
Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy
- \$160.00 Filing Fee, Certificate of Status & Certified Copy

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

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Auto Titles of America LLC (Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

Auto Titles LLC

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. Delaware 3. 81-1166402 (Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. Upon Qualification (Date first transacted business in Florida, if prior to registration.) (See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 1150 N. Alma School Road Mesa, AZ 85201 (Street Address of Principal Office)

6. 1150 N. Alma School Road Mesa, AZ 85201 (Mailing Address)

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable) Name: Corporation Service Company Office Address: 1201 Hays Street Tallahassee, Florida 32301 (City) (Zip code)

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Registered agent's acceptance: 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 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 obligations of my position as registered agent.

Courtney Williams Asst. Vice President (Registered agent's signature)

8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are: James D. Tuton, Chief Executive Officer; David M. Roberts, President & Chief Operating Officer; Adam R. Draizin, Executive Vice President; Patricia D. Chiodo, Chief Financial Officer; and Kristen A. Young, Secretary; each with a principal office address of 1150 N. Alma School Road, Mesa, AZ 85201.

9. Attached is a 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. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

(Signature of an authorized person)

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Kristen A. Young Typed or printed name of signee

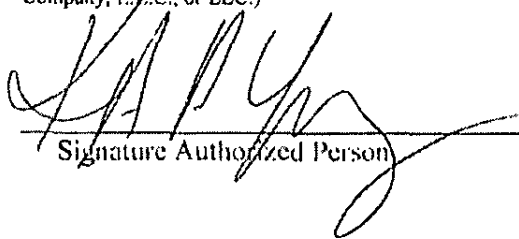
**WRITTEN CONSENT TO ADOPT ALTERNATE NAME FOR USE IN THE
STATE OF FLORIDA**

We, the undersigned, do hereby certify that I am the Authorized Person
of Auto Titles of America 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. 605.0112, F.S., the limited liability company hereby adopts the
following name to transact business in the state of Florida:

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



Signature Authorized Person

3/18/2016

Date

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TALLAHASSEE, FLORIDA

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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 "AUTO TITLES OF AMERICA 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 TWENTY-FIRST DAY OF JANUARY, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AUTO TITLES OF AMERICA LLC" WAS FORMED ON THE FOURTEENTH DAY OF JANUARY, A.D. 2016.

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



5936257 8300

SR# 20160327755

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

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 201707061

Date: 01-21-16