~~FILE~~ **FILE NOW: FILING FEE AFTER MAY 1ST IS $550.00**

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PROFIT CORPORATION ANNUAL REPORT 1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

APPROVED AND FILED
99 FEB 12 PM 5:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P97000002819

1. Corporation Name
MAROONE CHEVROLET FT. LAUDERDALE, INC.

Principal Place of Business	Mailing Address
110 S.E. SIXTH ST FT. LAUDERDALE FL 33301 US	110 S.E. SIXTH ST FT. LAUDERDALE FL 33301 US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 8600 Pines Blvd.	26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23 Pembroke Pines, FL	City & State 28
Zip 24 33024 Country 25 USA	Zip 29 Country 30

3. Date Incorporated or Qualifed
01/10/1997

4. FEI Number
65-0721018
[ ] Applied For [ ] Not Applicable

5. Certifcate of Status Desired [ ] $8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution [ ] $5.00 May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax. [X] Yes [ ] No

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City FL 85 Zip Code

900002776709---5
-02/16/99--01032--018
****150.00 ****150.00

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE ____________________ DATE
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	P	[X] DELETE
NAME	MAROONE, MICHEAL E	
STREET ADDRESS	110 S.E. SIXTH	
CITY-ST-ZIP	FT LAUDERDALE FL 33301	
TITLE	VSD	[X] DELETE
NAME	COLE, JAMES O	
STREET ADDRESS	110 S.E. SIXTH ST	
CITY-ST-ZIP	FT LAUDERDALE FL 33301	
TITLE	D	[X] DELETE
NAME	HAWKINS, THOMAS W	
STREET ADDRESS	110 S.E. SIXTH ST	
CITY-ST-ZIP	FT LAUDERDALE FL 33301	
TITLE	T	[X] DELETE
NAME	HYLE, KATHLEEN	
STREET ADDRESS	110 S.E. SIXTH ST	
CITY-ST-ZIP	FT LAUDERDALE FL 33301	
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

see attachment

1.1 TITLE		[ ] Change [ ] Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE		[ ] Change [ ] Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		[ ] Change [ ] Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		[ ] Change [ ] Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		[ ] Change [ ] Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		[ ] Change [ ] Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: ____________________ 1/22/99 (954) 769-6000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #

CR2E034 (11/98)

Maroone Chevrolet Ft. Lauderdale, Inc.
(f/k/a RI/MCFL Acquisition Corp.)

OFFICE	NAME
Directors	Thomas W. Hawkins
....	James O. Cole
President/Chief Executive Officer	Michael E. Maroone
Chief Financial Officer	Donald J. Reese
Vice Presidents	Donald J. Reese
	Brad Hodgen
	Ken Graham
	James O. Cole
Secretary	James O. Cole
Asst. Secretary	Michael E. Maroone
Treasurer	Kathleen W. Hyle
Asst. Treasurer	Michael E. Maroone

Address for all officers and directors is: 110 SE 6th Street, 20th Floor
Fort Lauderdale, Florida 33301