

CT CORPORATION

F02000002083

CORPORATION(S) NAME

One Group Dealer Services, Inc.

FILED
02 APR 25 PM 1:57
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

BK

(Handwritten signature/initials)

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger	02 APR 25 PM 12:31 DIVISION OF CORPORATION
<input type="checkbox"/> Nonprofit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark	
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Other	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of RA	
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> UCC	
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> CUS	
<input type="checkbox"/> Photocopies			
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30	
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up	
<input type="checkbox"/> Mail Out			

Name _____
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

4/25/02

MS

Order#: 5293858
 500005348299--9
 -04/25/02--01051--006
 *****70.00 *****70.00

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

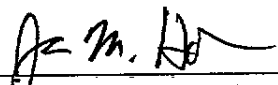
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

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FLORIDA

1. One Group Dealer Services, 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 3. 74-2945358
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 25, 1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1111 Polaris Parkway, Columbus, Ohio 43271-1235
(Principal office address)
1111 Polaris Parkway, Columbus, Ohio 43271-1235
(Current mailing address)
8. distribution of mutual funds
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: CT Corporation System
Office Address: 1200 S. Pine Island Road
Plantation, Florida 33324
(City) (Zip code)

10. Registered agent's 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 obligations of my position as registered agent.


(Registered agent's signature)

James M. Halpin
Registered Agent

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.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Michael V. Wible, Secretary
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

ONE GROUP DEALER SERVICES, INC. – Directors and Officers

Directors

Mark A. Beeson
1111 Polaris Parkway
Columbus, Ohio 43271-1235

David J. Kundert
1111 Polaris Parkway
Columbus, Ohio 43271-0211

Robert L. Young
1111 Polaris Parkway
Columbus, Ohio 43271-1235

Officers

Mark A. Beeson
Chief Executive Officer and President
1111 Polaris Parkway
Columbus, Ohio 43271-1235

David J. Kundert
Chairman
1111 Polaris Parkway
Columbus, Ohio 43271-0211

Robert L. Young
Vice President and Treasurer
1111 Polaris Parkway
Columbus, Ohio 43271-1235

Michael V. Wible
Secretary
1111 Polaris Parkway
Columbus, Ohio 43271-0152

Susan Canning
Assistant Secretary
1111 Polaris Parkway
Columbus, Ohio 43271-0152

Jessica Ditullio
Assistant Secretary
1111 Polaris Parkway
Columbus, Ohio 43271-0152

Charles J. Wooding
Assistant Treasurer
One North Dearborn Street
Chicago, Illinois 60602

Christopher J. Mohr
Assistant Treasurer
100 East Broad Street
Columbus, Ohio 43215

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Delaware

PAGE 1

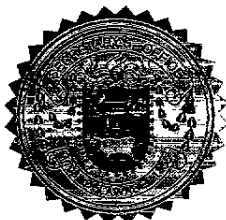
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ONE GROUP DEALER SERVICES, 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 TWENTY-SECOND DAY OF APRIL, A.D. 2002.

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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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020255511

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1735369

DATE: 04-22-02