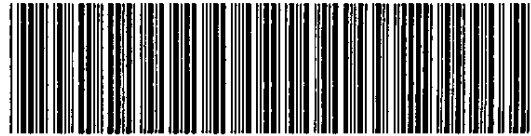


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800193328268

02/07/11--01033--005 \*\*70.00

02/22/11--01059--001 \*\*950.00

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only

W1100000716163

\$950.00

2/23/11

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DIVISION OF CORPORATIONS  
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## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** KAR Auction Services, Inc.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Cheryl Shrader, Legal Dept.

(Name of Person)

ADESA, Inc.

(Firm/Company)

13085 Hamilton Crossing Blvd.

(Address)

Carmel, IN 46032

(City/State and Zip code)

For further information concerning this matter, please call:

Cheryl Shrader

(Name of Person)

at ( 317 ) 249-4217

(Area Code & Daytime Telephone Number)

**STREET/COURIER ADDRESS:**

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

**MAILING ADDRESS:**

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

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F.L.C.  
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Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee      ☐ \$78.75 Filing Fee & Certificate of Status      ☐ \$78.75 Filing Fee & Certified Copy      ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 8, 2011

CHERYL SHRADER  
13085 HAMILTON CROSSING BLVD.  
CARMEL, IN 46032

SUBJECT: KAR AUCTION SERVICES, INC.  
Ref. Number: W11000007663

We have received your document for KAR AUCTION SERVICES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to the application submitted to this office, this entity transacted business in the state of Florida before properly registering with the Florida Department of State, Division of Corporations. Consequently, a \$500 civil penalty and an annual report filing fee for each year the entity failed to properly file a Florida annual report are due this office. Based on the date entered on the application, the civil penalty and annual report filing fees total \$950.00.

If you have any further questions concerning your document, please call (850) 245-6973.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

Letter Number: 711A00003320

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DIVISION OF CORPORATIONS  
2011 FEB 22 PM 3:50

**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.*

1. KAR Auction Services, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 20-8744739

(FEI number, if applicable)

4. 11/9/2006

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 11/1/2007

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 13085 Hamilton Crossing Blvd., Carmel, IN 46032

(Principal office address)

13085 Hamilton Crossing Blvd., Carmel, IN 46032

(Current mailing address)

8. Holding Company

(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 NOT acceptable)

Name: NRAI Services, Inc.

Office Address: 515 E. PARK AVENUE

TALLAHASSEE

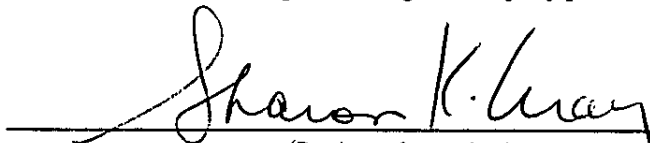
(City)

, Florida 32301

(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)

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.

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TALLAHASSEE  
SECRETARY OF STATE  
DIVISION OF CORPORATE  
REGISTRATION

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

**A. DIRECTORS**

Chairman: See Attached List

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Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: See Attached List

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

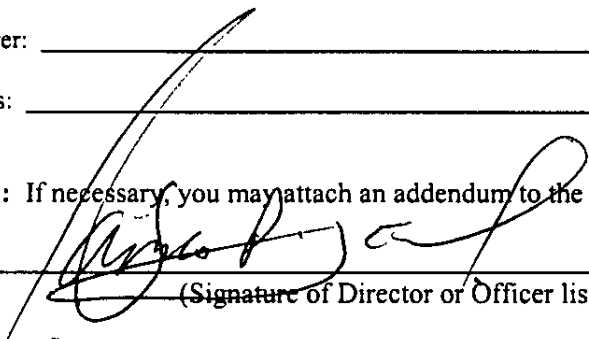
Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

13.  \_\_\_\_\_  
(Signature of Director or Officer listed in number 12 of the application)

14. James P. Hallett- Chief Executive Officer  
(Typed or printed name and capacity of person signing application)

**KAR AUCTION SERVICES, INC.**

<u>Officers</u>	<u>Title(s)</u>	<u>Business Address</u>
James P. Hallett	Chief Executive Officer	13085 Hamilton Crossing Blvd. Carmel, IN 46032
Eric M. Loughmiller	Executive Vice President and Chief Financial Officer	13085 Hamilton Crossing Blvd. Carmel, IN 46032
Rebecca C. Polak	Executive Vice President And Secretary	13085 Hamilton Crossing Blvd. Carmel, IN 46032
John Nordin	Executive Vice President And Chief Information Officer	13085 Hamilton Crossing Blvd. Carmel, IN 46032
Benjamin Skuy	Executive Vice President of International Markets and Strategic Initiatives	50 Burnhamthorpe Rd. W., Ste. 800, Mississauga, ON L5B 3C2
David Vignes	Executive Vice President of Enterprise Optimization	13085 Hamilton Crossing Blvd. Carmel, IN 46032
Warren Byrd	Executive Vice President of Corporate Development and Real Estate	13085 Hamilton Crossing Blvd. Carmel, IN 46032

<u>Directors</u>	<u>Business Address</u>
Brian T. Clingen	5101 Darmstadt Road, Suite A, Hillside, IL 60162
James P. Hallett	13085 Hamilton Crossing Blvd., Ste. 500, Carmel, IN 46032
Thomas C. O'Brien	Two Westbrook Corp. Center, Suite 500, Westchester, IL 60154
Church M. Moore	320 Park Avenue, New York, NY 10022
Peter Kamin	265 Franklin Street, 16th Floor, Boston, MA 02110
Gregory P. Spivy	435 Pacific Avenue, 4th Floor, San Francisco, CA 94133
Thomas J. Carella	85 Broad Street, New York, NY 10004
Sanjeev Mehra	85 Broad Street, New York, NY 10004
David J. Ament	265 Franklin Street, 18th Floor, Boston, MA 02110
Michael B. Goldberg	320 Park Avenue, New York, NY 10022
Robert M. Finlayson	13085 Hamilton Crossing Blvd., Ste. 500, Carmel, IN 46032
Peter R. Formanek	13085 Hamilton Crossing Blvd., Ste. 500, Carmel, IN 46032
Jonathan P. Ward	13085 Hamilton Crossing Blvd., Ste. 500, Carmel, IN 46032

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DIVISION OF CORPORATIONS  
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# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KAR AUCTION 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-FIFTH DAY OF JANUARY, A.D. 2011.

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8518051

DATE: 01-25-11