

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

FILED  
Apr 14 1998 8:00am  
Secretary of State

|                                                       |                                                                                   |                                                                                                           |
|-------------------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|
| PROFIT<br>CORPORATION<br>ANNUAL REPORT<br><b>1998</b> |  | FLORIDA DEPARTMENT OF STATE<br><b>Sandra B. Mortham</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |
|-------------------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|

DOCUMENT # **666158** (1)  
1. Corporation Name  
**SCOTT-MCRAE AUTOMOTIVE GROUP, INC.**

|                                                                                               |                                                                                   |
|-----------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|
| Principal Place of Business<br><b>701 FISK STREET<br/>SUITE 310<br/>JACKSONVILLE FL 32204</b> | Mailing Address<br><b>701 FISK STREET<br/>SUITE 310<br/>JACKSONVILLE FL 32204</b> |
|-----------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|



DO NOT WRITE IN THIS SPACE

|                                                                                                     |  |                                                                                          |  |                                                                                                                                                                 |                                    |                                                                                     |
|-----------------------------------------------------------------------------------------------------|--|------------------------------------------------------------------------------------------|--|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|-------------------------------------------------------------------------------------|
| 2. Principal Place of Business<br>21 Suite, Apt. #, etc.<br>22 City & State<br>23 Zip<br>24 Country |  | 2a. Mailing Address<br>26 Suite, Apt. #, etc.<br>27 City & State<br>28 Zip<br>29 Country |  | 3. Date Incorporated or Qualified<br><b>04/04/1980</b>                                                                                                          | 4. FEI Number<br><b>59-1992210</b> | Applied For<br><input type="checkbox"/> Not Applicable                              |
| 5. Certificate of Status Desired <input type="checkbox"/>                                           |  | 6. Election Campaign Financing<br>Trust Fund Contribution <input type="checkbox"/>       |  | 8. This corporation owes or has paid the current year Intangible<br>Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No |                                    | <b>\$8.75 Additional<br/>Fee Required</b><br><b>\$5.00 May Be<br/>Added to Fees</b> |

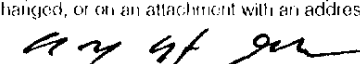
|                                                                                                                                                                    |  |                                                                                                                                                            |  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 9. Name and Address of Current Registered Agent<br><b>LAWRENCE M. MATHENY JR &amp; PAMELA L. WIKER<br/>701 FISK STREET<br/>2ND FLOOR<br/>JACKSONVILLE FL 32204</b> |  | 10. Name and Address of New Registered Agent<br>81 Name<br>82 Street Address (P.O. Box Number is Not Acceptable)<br>83<br>84 City<br><b>FL</b> 85 Zip Code |  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------------------------------------------------------------------------------------------------------------------------------------------|--|

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 \_\_\_\_\_ (NOT: Registered Agent signature required when re-stating) DATE \_\_\_\_\_

| 12. OFFICERS AND DIRECTORS |                          | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 |                          |
|----------------------------|--------------------------|-------------------------------------------------------|--------------------------|
| TITLE                      | VSD                      | 1.1 TITLE                                             | AT                       |
| NAME                       | HERZOG, G.W.             | 1.2 NAME                                              | Kane, William H.         |
| STREET ADDRESS             | 701 FISK STREET          | 1.3 STREET ADDRESS                                    | 701 Fisk St., Suite 200  |
| CITY-ST-ZIP                | JACKSONVILLE FL          | 1.4 CITY-ST-ZIP                                       | Jacksonville, FL 32204   |
| TITLE                      | PD                       | 2.1 TITLE                                             |                          |
| NAME                       | GRAHAM, HENRY H., JR.    | 2.2 NAME                                              |                          |
| STREET ADDRESS             | 1725 MEMORIAL PARK DRIVE | 2.3 STREET ADDRESS                                    |                          |
| CITY-ST-ZIP                | JACKSONVILLE, FL 00000   | 2.4 CITY-ST-ZIP                                       |                          |
| TITLE                      | VT                       | 3.1 TITLE                                             | V/P/D                    |
| NAME                       | MATHENY, LAWRENCE M., JR | 3.2 NAME                                              | Matheny, Lawrence H. Jr. |
| STREET ADDRESS             | 701 FISK STREET          | 3.3 STREET ADDRESS                                    | 701 Fisk St., Suite 200  |
| CITY-ST-ZIP                | JACKSONVILLE FL          | 3.4 CITY-ST-ZIP                                       | Jacksonville, FL 32204   |
| TITLE                      | VD                       | 4.1 TITLE                                             | S/V/D                    |
| NAME                       | KOPP, E A, JR.           | 4.2 NAME                                              | Kopp, E.A. Jr.           |
| STREET ADDRESS             | 701 FISK STREET          | 4.3 STREET ADDRESS                                    | 701 Fisk St., Suite 310  |
| CITY-ST-ZIP                | JACKSONVILLE FL          | 4.4 CITY-ST-ZIP                                       | Jacksonville, FL 32204   |
| TITLE                      | VCD                      | 5.1 TITLE                                             | D/V                      |
| NAME                       | SCOTT, JACK L            | 5.2 NAME                                              | Long, William A.         |
| STREET ADDRESS             | 4521 ORTEGA BLVD.        | 5.3 STREET ADDRESS                                    | 11024 N. Florida Ave.    |
| CITY-ST-ZIP                | JACKSONVILLE, FL 00000   | 5.4 CITY-ST-ZIP                                       | Tampa, FL 33612          |
| TITLE                      | CD                       | 6.1 TITLE                                             |                          |
| NAME                       | MCRAE, W A, JR.          | 6.2 NAME                                              |                          |
| STREET ADDRESS             | 1560 LANCASTER TERRACE   | 6.3 STREET ADDRESS                                    |                          |
| CITY-ST-ZIP                | JACKSONVILLE, FL 00000   | 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.

SIGNATURE:  Henry H. Graham Jr. 4-6-98 (904) 354-3300

CR2E034 (10/97)