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(Requestor's Name)

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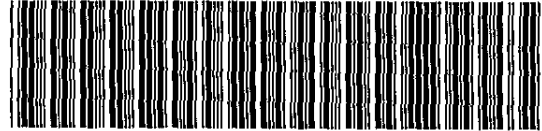
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MARTIN S. FRIEDMAN, P.A.  
VALERIE L. LORD

August 24, 2005

**VIA HAND DELIVERY**

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Panama City Auto Group  
Our File No. 40028.01

Dear Sir/Madam:

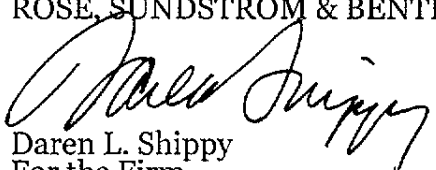
Attached for filing are the following:

1. Certificate of Limited Partnership of Panama City Auto Group, Ltd.
2. Affidavit of Capital Contributions for Panama City Auto Group, Ltd.
3. Acceptance of Appointment of Registered Agent for Panama City Auto Group, Ltd.;
4. Certificate of Limited Partnership for Panama City Land Partnership, Ltd.;
5. Affidavit of Capital Contributions for Panama City Land Partnership, Ltd.;
6. Acceptance of Appointment of Registered Agent for Panama City Land Partnership, Ltd.;
7. Application for Registration of Fictitious Name - Volkswagon of Panama City; and
8. Application for Registration of Fictitious Name - Honda of Panama City.

I am also enclosing my firm's check in the amount of \$205, which represents the filing fee for registering the limited partnerships (\$52.50 x 2) and the cost for applying for fictitious names (\$50 x 2).

Sincerely,

ROSE, SUNDSTROM & BENTLEY LLP

  
Daren L. Shippy  
For the Firm

DLS:dcr  
Attachments  
cc: Gary L. Moser, Esq.  
Brian Melton  
G:\Panama City Auto Group\Department of State ltr.wpd

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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA  
W05-40064



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

August 24, 2005

ROSE, SUNDSTROM & BENTLEY, LLP

SUBJECT: PANAMA CITY AUTO GROUP, LTD.  
Ref. Number: W05000040068

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for PANAMA CITY AUTO GROUP, LTD. and your check(s) totaling \$275.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The "anticipated" amount in your affidavit must be expressed as a specific dollar amount; we cannot accept "yet undetermined" as an answer.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers  
Document Specialist

Letter Number: 305A00053693

**CERTIFICATE OF LIMITED PARTNERSHIP OF  
PANAMA CITY AUTO GROUP, LTD.**  
a Florida limited partnership


The undersigned general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states:

1. The name of the Partnership is Panama City Auto Group, Ltd.
2. The address of the office of the Partnership is 704-708 West 15<sup>th</sup> Street, Panama City, Florida 32401.
3. The name and street address of the agent for service of process on the partnership are Daren L. Shippy, Esq., Rose, Sundstrom & Bentley, LLP, 2548 Blairstone Pines Drive, Tallahassee, Florida 32301.
4. The name and business address of the sole general partner is Panama City Auto Group G.P., Inc., 704-708 West 15<sup>th</sup> Street, Panama City, Florida 32401. P05-109776
5. The mailing address of the partnership is 704-708 West 15<sup>th</sup> Street, Panama City, Florida 32401.
6. The latest date upon which the partnership is to dissolve is December 31, 2050.

The execution of this certificate by the undersigned general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the sole general partner of Panama City Auto Group, Ltd. this 23<sup>rd</sup> day of August, 2005.

PANAMA CITY AUTO GROUP G.P., INC.,  
GENERAL PARTNER:

By:   
Name: John R. Eagle  
Title: President

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TALLAHASSEE, FLORIDA  
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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF TEXAS  
COUNTY OF Dallas

BEFORE ME, the undersigned authority, personally appeared John R. Eagle, of Panama City Auto Group G.P., Inc., the sole general partner of Panama City Auto Group, Ltd., who, upon being duly sworn, certified as follows:

1. The amount of capital contributions to the partnership made by the limited partners is, in the aggregate, Three Thousand and No/Dollars (\$3,000.00).

2. It is anticipated that additional capital contributions will be made by the limited partners, although the amounts are yet undetermined. in the amount of Ten Thousand and No/Dollars (\$10,000.00).

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

STATE OF TEXAS  
COUNTY OF Dallas

PANAMA CITY AUTO GROUP G.P., Inc.  
GENERAL PARTNER

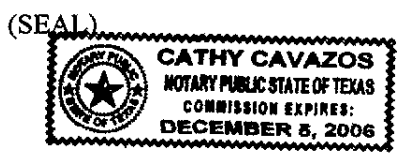
By: [Signature]  
Title: Managing Partner

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TALLAHASSEE FLORIDA  
SECRETARY OF STATE

Sworn to (or affirmed) and subscribed before me this 22nd day of August, 2005 by John R. Eagle, as Managing Partner of Panama City Auto Group G.P., Inc., the sole general partner of Panama City Auto Group, Ltd.

Cathy Cavazos  
NOTARY PUBLIC  
CATHY CAVAZOS  
Print, Type, or Stamp Name

Personally Known ✓ OR Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_



**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT  
FOR PANAMA CITY AUTO GROUP, LTD.**

Having been designated as the statutory registered agent for Panama City Auto Group, Ltd., a Florida limited partnership, in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and, on behalf of the partnership, to accept service of process for the partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

  
\_\_\_\_\_

Daren L. Shippy

Date: 8/24/05

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