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New York Corporate Services, Inc.
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May 17, 2002

Secretary of State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600005638586--1
-05/30/02--01002--003
1455.00 **35.00

RE: Asbury Jax Management L.L.C. et al
Change of Registered Agent

Dear Sir/Madam:

ASBURY JAX MANAGEMENT
JACKSONVILLE, FL B98-631

Enclosed please find Statement of change of Registered Office or Registered Agent or Both for Limited Liability Company, Corporations and Limited Partnerships on behalf of all the entities on the attached list.

Please file the attached and return a filed-stamped copy to the attention of the undersigned at the above address.

If there are any problems, please contact the undersigned immediately at the following toll-free number 888-336-3926.

Thanking you in advance for your prompt attention to this matter.

Sincerely yours,

Theresa Festa

Theresa Festa
Senior Corporate Specialist

CHECK # 14970 - AMOUNT 1,455.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAY 29 AM 9:25
ilc 6/6

**LIMITED PARTNERSHIP STATEMENT OF CHANGE OF REGISTERED
OFFICE OR REGISTERED AGENT, OR BOTH**

Pursuant to the provisions of sections 620.105 and 620.1051, Florida Statutes, the undersigned limited partnership organized under the laws of the state of Delaware, submits the following statement in order to change its registered office or registered agent, or both, in the state of Florida.

1. ASBURY AUTOMOTIVE JACKSONVILLE, L.P.
Name of the limited partnership
2. 10/27/1998 3. B98000000631
Date of filing/registration in Florida Document number assigned

4. The name and address of the present registered agent and office:

CT CORPORATION SYSTEM

1200 South Pine Island Road

Plantation, FL 33324

5. The name and street address of the successor registered agent and office: (P.O. Box not acceptable)

NRAI Services, Inc.

526 E. Park Avenue

Tallahassee, FL 32301

Such change was authorized by the general partners.

Asbury Automotive Jacksonville GP L.L.C.

By: [Signature]
Signature of General Partner

5/17/2002
Date

Having been named as registered agent and to accept service of process for the above stated limited partnership at the place designated in this certificate, 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 obligation of my position as registered agent.

For National Registered Agents, Inc.:

[Signature]
Registered Agent signature

5-22-02
Date

Filing Fee: \$35.00

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

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