

ATLAS PEARLMAN

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Law Offices of
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*not admitted in Florida

March 12, 2002

VIA FEDERAL EXPRESS

Qualification/Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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****228.75 *****78.75

Re: (1) Foreign Qualification of Associated Automotive Group, Inc.
(2) Amended UBR Filing for Associated Automotive Group, Incorporated
Document # P97000099628

Dear Sir or Madam:

Enclosed for filing please find the following:

- (1) Foreign Qualification of Associated Automotive Group, Inc.:
 - (a) Original and copy of Application by Foreign corporation for Authorization to Transact Business in Florida;
 - (b) Certificate of Existence from the State of Nevada;
- (2) Amended UBR Filing for Associated Automotive Group, Incorporated
- (3) Check in the amount of \$228.75 (\$78.75 for qualification filing and \$150.00 for Amended UBR filing)

To evidence receipt of this filing, please date stamp the copy the Application and return in the postage prepaid envelope provided. If you have any questions, please contact me at (954) 766-7829 or via fax at (954) 766-7800.

Sincerely,

Myra Mahoney
Corporate Paralegal

5391-01500 351471.1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FO2-1485
QR

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P.A.

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March 25, 2002

VIA FACSIMILE (850) 410-1015

Ms. Tammi Cline
Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: ASSOCIATED AUTOMOTIVE GROUP (SUB), INC.
Reference Number: W02000007695

Dear Ms. Cline:

Regarding the rejected re-qualification filing of Associated Automotive Group (Sub), Inc., attached please find a copy of your correspondence dated March 20, 2002, and an Affidavit setting forth the events and request for a waiver of penalty fees due to the fact that the Company was actively qualified under the name "Associated Automotive Group, Inc." from August 29, 2001 through January 4, 2002. As noted in the Affidavit, the first choice name is not available, therefore, the Company is re-qualifying under the d/b/a "Associated Automotive Group (Sub), Inc."

If you have questions, please contact me at (954) 766-7829 or via fax at (954) 766-7800.

Sincerely,



Myra Mahoney
Corporate Paralegal

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TALLAHASSEE, FLORIDA

AFFIDAVIT

STATE OF FLORIDA)
COUNTY OF Palm Beach) ss:

DAVID JACOBY, being duly sworn, deposes and says:

1. The undersigned Affiant, DAVID JACOBY ("Affiant") is the Vice President of Associated Automotive Group, Inc., ("the Corporation") a Nevada corporation and has personal knowledge as to the matters set forth herein.

2. That on or about August 29, 2001, the Corporation submitted an Application by Foreign Corporation for Authorization to Transact Business in Florida to the Florida Department of State, Division of Corporations and said Application was filed on August 29, 2001 and assigned Document #F01000004649.

3. That on or about January 4, 2002, the Corporation submitted an Application by Foreign Corporation for Withdrawal of Authority to Transact Business in Florida to the Florida Department of State, Division of Corporations and said Application was filed on January 4, 2002.

4. That on March 12, 2002, the Corporation sought to re-qualify in the state of Florida and submitted an Application by Foreign Corporation for Authorization to Transact Business in Florida to the Florida Department of State, Division of Corporations. However, the name "Associated Automotive Group, Inc." was not available and the Corporation submitted the d/b/a "Associated Automotive Group (Sub), Inc."

5. That said Application was rejected and assessed penalties due to Item 6 of the Application in which the Corporation stated that the date it first transacted business in Florida was August 29, 2001, the date upon which the initial Application was filed.

6. That the undersigned hereby confirms that Associated Automotive Group, Inc. d/b/a Associated Automotive Group (Sub), Inc. is the same entity that was qualified in the State of Florida, bearing Document #F01000004649.

7. That the undersigned seeks a waiver of the penalties proposed for the period August 29, 2001 to January 4, 2002, as the Corporation was validly qualified in the State of Florida during that time, as evidenced by the records of the Florida Department of State, Division of Corporations.

FILED

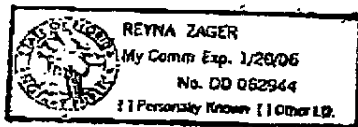
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8. The undersigned declares that the facts set forth in this application are true; all statements made of his own knowledge are true; and all statements made on information and belief are believed to be true.

Dated this 25th day of MARCH, 2002.


DAVID JACOBY, Vice President

The foregoing instrument was acknowledged before me this 25 day of March, 2002, by DAVID JACOBY, who is personally known to me or who has produced as identification and who did/did not take an oath.



Notary Public

sign

print

My Commission Expires:

02 MAR 25 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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. ASSOCIATED AUTOMOTIVE GROUP, INC. dba ASSOCIATED AUTOMOTIVE GROUP (SUB), 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. Nevada 3. 58-2640207
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 7/23/01 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 8/29/01
(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. 2600 S. Federal Highway, Delray Beach, FL 33483
(Principal office address)

same

(Current mailing address)

8. Any lawful purpose
(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: David Jacoby

Office Address: 2600 S. Federal Hwy.

Delray Beach, , Florida 33483

(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)

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, FLORIDA

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

A. DIRECTORS

Chairman: Barry TenzerAddress: 2600 S. Federal Highway
Delray Beach, FL 33483

Vice Chairman: _____

Address: _____

Director: David JacobyAddress: 2600 S. Federal Highway
Delray Beach, FL 33483

Director: _____

Address: _____

B. OFFICERS

President: Barry TenzerAddress: 2600 S. Federal Highway
Delray Beach, FL 33483Vice President: David JacobyAddress: 2600 S. Federal Highway
Delray Beach, FL 33483Secretary: David JacobyAddress: 2600 S. Federal Highway, Delray Beach, FL 33483Treasurer: Barry TenzerAddress: 2600 S. Federal Highway, Delray Beach, FL 33483

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

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. David Jacoby, Vice President

(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **ASSOCIATED AUTOMOTIVE GROUP, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since July 23, 2001, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on March 11, 2002.



DEAN HELLER
Secretary of State

By

Certification Clerk