

# F02000001530

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(1905-1994)

JOSEPH BELL  
(1913-1999)

ROBERT JOHN BRECKER  
(1916-1996)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 MAR 22 AM 10:00

FILED

March 21, 2002

\*ALSO MEMBER OF NJ BAR  
\*\*ALSO MEMBER OF NJ AND NY BAR  
\*\*\*ALSO MEMBER OF NJ AND DC BARS  
\*\*\*\*ALSO MEMBER OF MA BAR  
‡ALSO MEMBER OF NY BAR  
‡‡ALSO MEMBER OF NJ AND MA BARS

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

**Federal Express**  
Secretary of State  
Corporation Bureau  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Dade Automotive Specialty Sales, Inc. and Dade Automotive SFC, Inc.

Dear Sir or Madam:

Enclosed please find for filing with your office the following documents:

1. **Dade Automotive Specialty Sales, Inc.** - An original and one copy of an Application by Foreign Corporation for Authorization to Transact Business in Florida along with a good standing certificate from the State of Delaware. Please return the certified copy to the undersigned in the enclosed self-addressed federal express envelope. A firm check for \$78.75 is enclosed to cover your filing fees and certified copy costs.
2. **Dade Automotive Specialty Sales, Inc.** - An original and one copy of an Application by Foreign Corporation for Authorization to Transact Business in Florida along with a good standing certificate from the State of Delaware. Please return the certified copy to the undersigned in the enclosed self-addressed federal express envelope. A firm check for \$78.75 is enclosed to cover your filing fees and certified copy costs.

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**KLEINBARD, BELL & BRECKER LLP**

Secretary of State

March 21, 2002

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Thank you for your assistance in this matter. If you have any questions, please feel free to contact the undersigned.

Very truly yours,



LISA E. GARLATTI

Legal Assistant

hs\enclosures

cc: Veronica Farr w/o enclosures  
Jeff Connors w/enclosures  
Murray I. Blackman, Esq. w/o enclosures

FILED  
02 MAR 22 AM 10:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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. Dade Automotive Specialty Sales, 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. Delaware 3. 65-1150721  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11/07/01 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. "upon qualification"  
(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. 2333 Ponce deLeon Blvd., Suite 600, Coral Gables, FL 33134  
(Principal office address)  
2333 Ponce deLeon Blvd., Suite 600, Coral Gables, FL 33134  
(Current mailing address)
8. Automobile sales and leasing  
(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: Veronica Farr  
Office Address: 2333 Ponce deLeon Blvd. Suite 600  
Coral Gables, Florida 33134  
(City) (Zip code)

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TALLAHASSEE, FLORIDA

**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.*

Veronica Farr

By: 

(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.

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

A. DIRECTORS

Chairman: Joseph Herman

Address: 2333 Ponce deLeon Blvd, Suite 600, Coral Gables, FL 33134

Vice Chairman: David Yusko

Address: 2333 Ponce deLeon Blvd, Suite 600, Coral Gables, FL 33134

Director: Veronica Farr

Address: 2333 Ponce deLeon Blvd, Suite 600, Coral Gables, FL 33134

Director: Andrew Pfeifer

Address: 2333 Ponce deLeon Blvd, Suite 600, Coral Gables, FL 33134

B. OFFICERS

President: Joseph Herman

Address: 2333 Ponce deLeon Blvd, Suite 600, Coral Gables, FL 33134

Vice President: Veronica Farr

Address: 2333 Ponce deLeon Blvd, Suite 600, Coral Gables, FL 33134

Secretary: David Yusko

Address: 2333 Ponce deLeon Blvd, Suite 600, Coral Gables, FL 33134

Treasurer: David Yusko

Address: 2333 Ponce deLeon Blvd, Suite 600, Coral Gables, FL 33134

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TALLAHASSEE, FLORIDA

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. Vice President/Director

VERONICA FARR

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

**ATTACHMENT TO APPLICATION BY FOREIGN CORPORATION FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

**12 B. OFFICERS**

Vice President: Andrew Pfeifer  
2333 Ponce deLeon Blvd, Suite 600, Coral Gables, FL 33134

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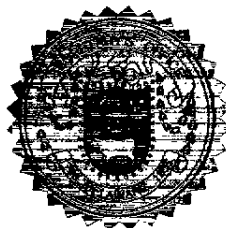
# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DADE AUTOMOTIVE SPECIALTY SALES, 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 TWENTIETH DAY OF MARCH, A.D. 2002.

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02 MAR 22 AM 10:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1675973