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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 245780 4325493

AUTHORIZATION *Patricia Pijoto*

COST LIMIT : \$ 87.50

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TALLAHASSEE, FLORIDA

ORDER DATE : September 17, 2003

ORDER TIME : 4:20 PM

ORDER NO. : 245780-005

CUSTOMER NO: 4325493

CUSTOMER: Ms. Marilyn Glasson
Motors Holding Division
100 Renaissance Center
482-a05-b45
Detroit, MI 48265-1000

FOREIGN FILINGS

NAME: PRESTIGE SATURN OF
JACKSONVILLE, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY (2)
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 1135

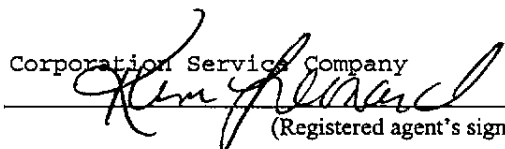
EXAMINER: _____

**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. PRESTIGE SATURN OF JACKSONVILLE, 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. 16-1678030
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. Sept. 4, 2003 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. 10863 Phillips Hwy., Jacksonville, FL 32256
(Principal office address)
- 10863 Phillips Hwy., Jacksonville, FL 32256
(Current mailing address)
8. Sales, service and lease of new and used automobiles.
(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: Corporation Service Company
- Office Address: 1201 Hays Street
- Tallahassee, Florida 32301
(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.

Corporation Service Company


(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 - 5 directors

Chairman: Gregory Jackson

Address: 10863 Phillips Hwy
Jacksonville, FL 32256

Vice Chairman: William David Pounds

Address: 10863 Phillips Hwy
Jacksonville, FL 32256

Director: _____

Address: _____

Director: _____

Address: _____

See attached for remaining 3
directors.

B. OFFICERS

President: Gregory Jackson

Address: 10863 Phillips Hwy
Jacksonville, FL 32256

Vice President: William David Pounds

Address: 10863 Phillips Hwy
Jacksonville, FL 32256

Secretary: Cyril Kidder

Address: 10863 Phillips Hwy, Jacksonville, FL 32256

Treasurer: (Same as Secretary)

Address: _____

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. _____

Cyril W. Kidder, Secretary/Treasurer

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

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Remaining 3 Directors for Prestige Saturn of Jacksonville, Inc.

Melinda S. Oakey
5730 Glenridge Dr
Atlanta, GA 30328

Steven E. Murdock
5730 Glenridge Dr
Atlanta, GA 30328

Valerie Schuster
100 Renaissance Center
MC: 482-A05-B45
Detroit, MI 48265

03 SEP 19 M.D. 57
ALBANY, N.Y.

Delaware

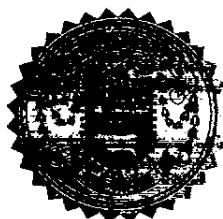
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRESTIGE SATURN OF JACKSONVILLE, 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 FIFTH DAY OF SEPTEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PRESTIGE SATURN OF JACKSONVILLE, INC." WAS INCORPORATED ON THE FOURTH DAY OF SEPTEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3699742 8300

AUTHENTICATION: 2617782

030574233

DATE: 09-05-03