

F03600005717

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

(Business Entity Name)

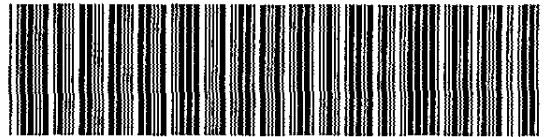
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

Forrest

BR



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 321283 4325493
AUTHORIZATION : *Patricia Haggerty*
COST LIMIT : \$ 87.50

FILED
03 NOV 14 AM 11:39
DETROIT
MICHIGAN

ORDER DATE : November 13, 2003

ORDER TIME : 10:46 AM

ORDER NO. : 321283-005

CUSTOMER NO: 4325493

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

FOREIGN FILINGS

NAME: FALLS PONTIAC-GMC, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Amanda Haddan -- EXT# 1155

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. FALLS PONTIAC-GMC, INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 11-3706327

(FEI number, if applicable)

4. September 26, 2003

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon filing

(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. 13401 S. Dixie Hwy., Miami, FL 33156-6512

(Principal office address)

13401 S. Dixie Hwy., Miami, FL 33156-6512

(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

(City)

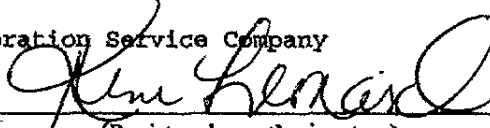
, Florida 32301

(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

Chairman: _____

Address: _____

Director
Vice Chairman: S. D. JONES

Address: 5730 Glenridge Dr., Suite 404, 4th Flr.
Atlanta, GA 30328

Director: S. E. MURDOCK

Address: 5730 Glenridge Dr., Suite 404, 4th Flr.
Atlanta, GA 30328

Director: V. A. SCHUSTER

Address: 100 RENAISSANCE CENTER, MC: 482-A05-B45
DETROIT, MI 48265

B. OFFICERS

President: S. D. JONES

Address: 5730 Glenridge Dr., Suite 404, 4th Flr.
Atlanta, GA 30328

Vice President: _____

Address: _____

Secretary: LORI DAVIS

Address: 13401 S. Dixie Hwy., Miami, FL 33156

Treasurer: LORI DAVIS

Address: 13401 S. Dixie Hwy., Miami, FL 33156

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

13. [Signature]
(Signature of Director or Officer listed in number 12 of the application)

14. STEVEN D. JONES, President
(Typed or printed name and capacity of person signing application)

Delaware

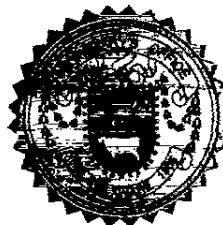
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FALLS PONTIAC-GMC, 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 THIRTEENTH DAY OF NOVEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FALLS PONTIAC-GMC, INC." WAS INCORPORATED ON THE TWENTY-SIXTH 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

3708905 8300

AUTHENTICATION: 2747347

030731008

DATE: 11-13-03