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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

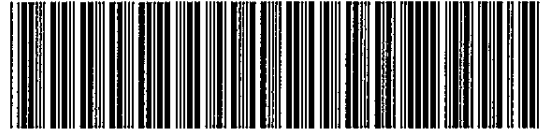
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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BK



CORPORATION SERVICE COMPANY

FILED
04 MAY 18 PM 5:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIST ACCOUNT NO. : 072100000032
REFERENCE : 655055 5123330
AUTHORIZATION : *Patricia Pigula*
COST LIMIT : \$ 70.00

ORDER DATE : May 17, 2004

ORDER TIME : 12:46 PM

ORDER NO. : 655055-005

CUSTOMER NO: 5123330

CUSTOMER: Ms. Joan Como
Cox Enterprises, Inc
6205 Peachtree Dunwoody Rd Ne

Atlanta, GA 30328

FOREIGN FILINGS

NAME: MANHEIM ATC, INC.

XXXX QUALIFICATION (TYPE: CQ)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd -- EXT# 2940

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. Manheim ATC, 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. 58-2502782

(FEI number, if applicable)

4. October 13, 1999

(Date of incorporation)

5. Perpetual

(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. 6205 Peachtree Dunwoody Road, Atlanta, GA 30328

(Principal office address)

6205 Peachtree Dunwoody Road, Atlanta, GA 30328

(Current mailing address)

8. To transact business in accordance with the laws of the State of Florida

(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

Cynthia L. Harris
as its agent

Cynthia L. Harris

(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: Dean H. Eisner, Director

Address: 6205 Peachtree Dunwoody Road

Atlanta, GA 30328

Vice Chairman: Jamie D. Porter, Director

Address: 6205 Peachtree Dunwoody Road

Atlanta, GA 30328

Director: Michael J. Langhorne

Address: 6205 Peachtree Dunwoody Road

Atlanta, GA 30328

Director: Andrew A. Merdek

Address: 6205 Peachtree Dunwoody Road

Atlanta, GA 30328

B. OFFICERS

President: Dean H. Eisner

Address: 6205 Peachtree Dunwoody Road

Atlanta, GA 30328

Vice President: Jamie D. Porter

Address: 6205 Peachtree Dunwoody Road

Atlanta, GA 30328

Secretary: Andrew A. Merdek

Address: 6205 Peachtree Dunwoody Road, Atlanta, GA 30328

Treasurer: Richard J. Jacobson

Address: 6205 Peachtree Dunwoody Road, Atlanta, GA 30328

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

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. Andrew A. Merdek, Secretary

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

Delaware

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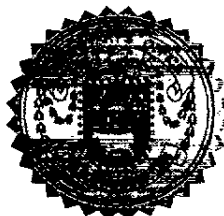
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MANHEIM ATC, 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 SEVENTEENTH DAY OF MAY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MANHEIM ATC, INC." WAS INCORPORATED ON THE THIRTEENTH DAY OF OCTOBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3110467 8300

AUTHENTICATION: 3114255

040358490

DATE: 05-17-04