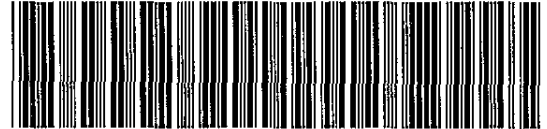


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**Poole  
McKinley  
& Blosser**

Tami G. Samper

GOVERNMENTAL RELATIONS • CORPORATE BUSINESS DEVELOPMENT  
106 E. College Avenue, Suite 1100 • Tallahassee, FL 32301  
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FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

June 9, 2004

SATURN DISTRIBUTION CORPORATION  
C/O CT CORPORATION SYSTEM  
1200 SOUTH PINE ISLAND ROAD  
PLANTATION, FL 33324

SUBJECT: SATURN DISTRIBUTION CORPORATION  
Ref. Number: W04000022191

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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RECEIVED

We have received your document for SATURN DISTRIBUTION CORPORATION. However, the document has not been filed and is being returned for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$16,276.25.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt

Document Specialist

Letter Number: 004A00039150

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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. SATURN DISTRIBUTION CORPORATION

(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 3. 38-2755764  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 08/10/1987 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 10/01/1990  
(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. 300 Renaissance Center, M/C: 482-C14-C66, Detroit, MI 48265-3000  
(Principal office address)

300 Renaissance Center, M/C: 482-C14-C66, Detroit, MI 48265-3000  
(Current mailing address)

8. Distribution of automobiles produced by Saturn Corporation.  
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324  
(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.*

C T Corporation System

By:

Claudia L. Saari

(Registered agent's signature)

**Claudia L. Saari**  
**Asst. Secretary**

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: SEE ATTACHED LIST

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**B. OFFICERS**

President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

13. Alice M. Osburn  
(Signature of Director or Officer listed in number 12 of the application)

14. Alice M. Osburn, Secretary  
(Typed or printed name and capacity of person signing application)

**SATURN DISTRIBUTION CORPORATION**  
**2004**

**Business Address:**

General Motors Corporation  
300 Renaissance Center  
M/C: 482-C14-C66  
Detroit, MI 48265-3000

**DIRECTORS**

Jill A. Lajdziak  
John P. Larson  
John F. Smith

**OFFICERS**

James L. Craner:	Vice President
Ronald J. Haag:	Vice President
Jill A. Lajdziak:	President and Chairman
John P. Larson:	Treasurer
John F. Minarick:	Vice President
Robert M. Milot:	Vice President
David L. Smidebush:	Vice President
Alice M. Osburn:	Vice President, General Counsel and Secretary
Roger D. Wheeler:	Chief Tax Officer
Timothy G. Gorbatoff:	Assistant Secretary
Barbara A. Lister-Tait:	Assistant Secretary

# Delaware

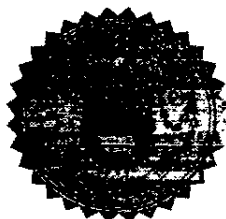
PAGE 1

## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SATURN DISTRIBUTION CORPORATION" 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 NINTH DAY OF JUNE, A.D. 2004.

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

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



2134476 8300

040427993

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3161605

DATE: 06-09-04