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Brandon K. Dickerson
1299 Farnam Street, Suite 1500
Omaha, NE 68102-1818
402.930.1729 DIRECT
402.829.8705 DIRECT FAX
bdickerson@stinson.com

August 9, 2013

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Register a Foreign Profit Corporation to Transact Business in Florida

Dear Sir or Madam:

Please find enclosed a Cover Letter and Application By Foreign Corporation for Authorization to Transact Business in Florida, along with our firm check in the amount of \$87.50 to cover the cost. Please return to us the Certificate of Status in the enclosed self-addressed stamped envelope.

Please contact me directly at (402) 930 1729 if you have any questions or concerns.

Yours very truly,

Stinson Morrison Hecker LLP

A handwritten signature in black ink, appearing to be "BKD", followed by a horizontal line.

Brandon K. Dickerson

BKD:ab

Enclosures

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Heartland Automotive Services, Inc.

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Brandon Dickerson

Name of Person

Stinson Morrison Hecker LLP

Firm/Company

1299 Farnam Street, Suite 1500

Address

Omaha, Nebraska 68102

City/State and Zip code

bdickerson@stinson.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Brandon Dickerson at (402) 342-1700

Name of Person

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**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. Heartland Automotive Services, 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. Minnesota

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

3. _____

(FEI number, if applicable)

4. February 1, 1995

(Date of incorporation)

5. Perpetual

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

6. NA

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 105 Decker Court, Suite 900, Irving, TX 75062

(Principal office address)

105 Decker Court, Suite 900, Irving, TX 75062

(Current mailing address)

8. All lawful purposes

(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 NOT acceptable)

Name:

CT Corporation System

Office Address:

1200 South Pine Island Rd.

Plantation

(City)

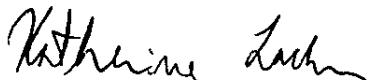
, Florida

33324

(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.



(Registered agent's signature)

C T Corporation System

By: Katherine Lackey - Asst. Secretary

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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:

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A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: **T. Scott King**

Address: **105 Decker Court, Suite 900**

Irving, TX 75062

Director: **Robert Riesbeck**

Address: **105 Decker Court, Suite 900**

Irving, TX 75062

B. OFFICERS

President: **Brett Ponton**

Address: **105 Decker Court, Suite 900**

Irving, TX 75062

Vice President: _____

Address: _____

Secretary: **Robert J. Kmiecik**

Address: **1299 Farnam Street, Suite 1500, Omaha, NE 68102**

Treasurer: _____

Address: _____

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

13. _____
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. **Robert J. Kmiecik, Secretary**

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

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A. DIRECTORS

Director: Brett Ponton
Address: 105 Decker Court, Suite 900
Irving, TX 75062

B. OFFICERS

Chief Marketing Officer: Robert J. Rajkowski
Address: 105 Decker Court, Suite 900
Irving, TX 75062

Chief Financial Officer: Dennis McGill
Address: 105 Decker Court, Suite 900
Irving, TX 75062

Senior Vice President of
Human Resources &
General Counsel: Juan Rodriguez
Address: 105 Decker Court, Suite 900
Irving, TX 75062

Corporate Controller: Mitch L. Mcartor
Address: 105 Decker Court, Suite 900
Irving, TX 75062

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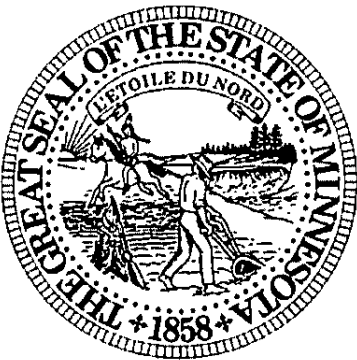
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**Office of the Minnesota Secretary of State
Certificate of Good Standing**

I, Mark Ritchie, Secretary of State of Minnesota, do certify that: The business entity listed below was filed pursuant to the Minnesota Chapter listed below with the Office of the Secretary of State on the date listed below and that this business entity is registered to do business and is in good standing at the time this certificate is issued.

Name:	Heartland Automotive Services, Inc.
Date Filed:	02/01/1995
File Number:	80-278
Minnesota Statutes, Chapter:	302A
Home Jurisdiction:	Minnesota

This certificate has been issued on: 08/08/2013



Mark Ritchie
Mark Ritchie
Secretary of State
State of Minnesota