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STEPHEN G. TEST
A. W. VANDERMEER, JR.
JACK L. YOUNG
ALSO ADMITTED IN NC*
FREDERICK T. STANT, III,
OF COUNSEL

July 10, 1995

OUR FILE NUMBER

22-142-000

Department of State
Division of Corporations
George Firestone Building
409 E. Gaines Street
Tallahassee, Florida 32399

900001535739
-07/12/95--01051--002
*****70.00 *****70.00

Re: C&S II Shell Inc.

Dear Sir/Madam:

Enclosed for filing is an Application by Foreign Corporation for Authorization to Transact Business. Also enclosed are a check in the amount of \$70 for the filing fees and registered agent designation fees and a good standing certificate issued by the Virginia State Corporation Commission.

Please return the letter of acknowledgment to my attention. Thank you for your assistance.

Very truly yours,

KB Little, Jr.
Kimberly B. Little
Paralegal

Enclosures

22142000/1-fldos.kbl

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 12 PM 3:49

**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. C&S II Shall Inc.

(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. Virginia

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

3. May 15, 1995

(Date of Incorporation)

4. perpetual

(Duration)

5. Applied For

(Federal Employer Identification number, if applicable)

6. July 10, 1995

(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 3852 Virginia Beach Blvd., P. O. Box 9410, Virginia Beach, VA 23450-9410

(Current mailing address)

8. Sales financing of used cars

(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: William E. McKnight

Address: 3852 Virginia Beach Blvd., P. O. Box 9410, Virginia Beach, VA 23450-9410

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 12 PM 3:00

B. Officers:

President: William E. McKnight
Address: 3852 Virginia Beach Blvd., P. O. Box 9410, Virginia Beach, VA 23450-9410

Vice President: _____
Address: _____

Secretary: William E. McKnight
Address: 3852 Virginia Beach Blvd., P. O. Box 9410, Virginia Beach, VA 23450-9410

Treasurer: William E. McKnight
Address: 3852 Virginia Beach Blvd., P. O. Box 9410, Virginia Beach, VA 23450-9410

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
Zip Code

11. 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: Kevin J. Gallagher

Kevin J. Gallagher, Asst. Vice President

12. 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.

13. William E. McKnight
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. William E. McKnight, President
(Name and capacity of person signing application)

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

C&S II SHELL Inc. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is May 15, 1995.

Nothing more is hereby certified.

FILED
SECRETARY OF STATE
DIVISION OF RECORDS
95 JUL 12 PM 3:49



Signed and Sealed at Richmond
on this Date: July 07, 1995

William J. Bridge
William J. Bridge, Clerk of the Commission

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CLARK & STANT, P. C.

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ONE COLUMBUS CENTER
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JACK L. YOUNG
ALSO ADMITTED IN NC*
FREDERICK T. STANT, JR.
OF COUNSEL

OUR FILE NUMBER

August 15, 1995

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

19-303-000
100001565001
-08/21/95--01050--009
*****35.00 *****35.00

Re: C&S II Shell Inc.

Dear Sir/Madam:

Enclosed for filing is an Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business. Also enclosed are a check in the amount of \$35 for the filing fee and certified Articles of Amendment issued by the Virginia State Corporation Commission.

Please return the acknowledgment of filing to my attention.
Thank you for your assistance.

Very truly yours,

KB Little

Kimberly B. Little
Paralegal

Enclosures
cc: Kevin Gallagher

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FILED
55 AUG 18 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/C
8/22
QB

**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**
(Pursuant to s. 607,1504, F.S.)

(1-3 must be completed)

President _____
Title _____

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the
Commission:

the foregoing is a true copy of the ARTICLES OF AMENDMENT of CCC SC, Inc.
issued July 18, 1995.

Nothing more is hereby certified.



Signed and Sealed at Richmond
on this Date: August 03, 1995

William J. Bridge
William J. Bridge, Clerk of the Commission

ARTICLES OF AMENDMENT
OF
C&S II SHELL INC.

Pursuant to Section 13.1-710 of the Code of Virginia of 1950, as amended, the following information is provided:

1. The name of the Corporation is C&S II Shell Inc.
2. The name of the Corporation shall be changed to CCC SC, Inc.

1. Paragraph 2 of the Articles of Incorporation be deleted and a new paragraph 2 be inserted as follows:

2. a. The Corporation shall have the specific authority to act and do business as an insurance agent or agency.

b. The Corporation shall have the power to do all things necessary or convenient to carry out its business and affairs and to engage in any lawful activity not required to be stated in these Articles of Incorporation, including, but not limited to, those activities and powers set forth in the Code.

4. Pursuant to Section 13.1-688 of the Code of Virginia of 1950, as amended, no recommendation or approval of this amendment is required by the Board of Directors of the Corporation.

5. Pursuant to Section 13.1-657 of the Code of Virginia of 1950, as amended, the sole shareholder of the Corporation executed a consent in writing dated July 13, 1995 adopting this amendment.

Dated as of July 14, 1995.

C&S II SHELL INC.

By William E. McKnight
William E. McKnight, President

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

July 18, 1995

The State Corporation Commission has found the accompanying
articles submitted on behalf of

CCC SC, INC.
(FORMERLY C&S J.F. SHELL INC.)

to comply with the requirements of law, and confirms payment of
all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in
the Office of the Clerk of the Commission, effective July 18, 1995
at 08:19 AM.

The corporation is granted the authority conferred on it by law in
accordance with the articles, subject to the conditions and
restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

AMENACPI
CIS20436
95-07-18-0020-