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Avco
Financial
Services.

Avco Financial Services
A subsidiary of Avco Inc.

600 Anton Road,
P.O. Box 5011
Costa Mesa, CA 92628-5011
714 435 1200
FAX: 714 445 7873

Direct Dial No.
(714) 445-7891

February 26, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Avco Auto Centers, Inc.

Dear Sir or Madam:

7000001728697
-03/01/96--01007--005
*****70.00 *****70.00

Enclosed for filing are the following documents:

- Original and one copy of Foreign Corporation for Authorization to Transact Business in Florida
- Certificate of Existence
- Our check in the amount of \$70.00

If anything further is required, please advise.

Thank you for your courtesy in giving this request your prompt attention.

Very truly yours,

Joan Klein
Joan Klein

Enclosures

cc: Laila B. Soares, Assistant
General Counsel

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 29 AM 10:24

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. AVCO AUTO CENTERS, INC.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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. CALIFORNIA

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

3. 33-0690548

(FEI number, if applicable)

4. DECEMBER 12, 1995

(Date of Incorporation)

5. PERPETUAL

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

6. UPON QUALIFICATION

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

7. 600 ANTON BLVD

COSTA MESA, CA 92626

(Current mailing address)

8. AUTO FINANCING AND RELATED BUSINESS

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent:**

Name: THE PRENTICE-HALL CORPORATION SYSTEM, INC.

Office Address: 1201 HAYS STREET, SUITE 105

TALLAHASSEE

, 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.

By: Mary Galstian

(Registered agent's signature)

Mary Galstian, 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.

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DIVISION OF CORPORATIONS
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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: STEPHEN D. BRANDON

Address: 600 ANTON BLVD.

COSTA MESA, CA 92626

Vice Chairman: GARY L. FITE

Address: 600 ANTON BLVD.

COSTA MESA, CA 92626

Director: HERBERT F. SMITH

Address: 600 ANTON BLVD.

COSTA MESA, CA 92626

Director: _____

Address: _____

B. OFFICERS

President: MARK A. SCHIMBOR

Address: 600 ANTON BLVD.

COSTA MESA, CA 92626

Vice President: STEPHEN D. BRANDON

Address: 600 ANTON BLVD.

COSTA MESA, CA 92626

ASST. Secretary: LAILA B. SOARES

Address: 600 ANTON BLVD.

COSTA MESA, CA 92626

ASST. Treasurer: ~~XXXXXXXXXX~~ THOMAS G. HITZEL

Address: 600 ANTON BLVD.

COSTA MESA, CA 92626

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. STEPHEN D. BRANDON, VICE PRESIDENT
(Typed or printed name and capacity of person signing application)



State of California

SECRETARY OF STATE



CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 12th day of December, 19 95

AVCO AUTO CENTERS, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

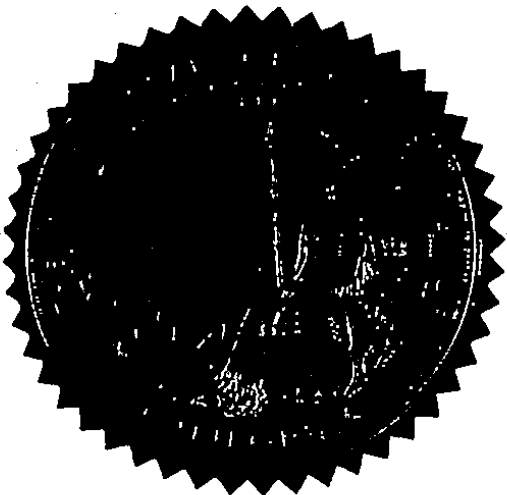
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

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SECRETARY OF STATE
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IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this
8th day of February, 1996



Bill Jones
BILL JONES
Secretary of State