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A PARTNER (INCLUDING PROFESSIONAL CORPORATION)
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GAYLE C. AIKEN
Legal Assistant

DIRECT DIAL NUMBER
(313) 256-7595

LANSING, MICHIGAN
WEST PALM BEACH, FLORIDA
TAMPA, FLORIDA

October 22, 1996

VIA CERTIFIED MAIL

Florida Department of State
Division of Corporations
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32399

300001989009--5
-10/29/96--C119--004
*****70.00 *****70.00

Re: Saturn CarClub of Central Florida, Inc.

Dear Sir/Madam:

Enclosed for filing are the following:

1. One original and one copy of Application by Foreign Not For Profit Corporation for Authorization to Conduct its Affairs in Florida.
2. A Good Standing Certificate issued by the Delaware Secretary of State.
3. Our check in the amount of \$70.00 to cover the filing fee.

Please return the file stamped copy of the application to the undersigned. A prepaid, self-addressed Federal Express airbill and envelope is enclosed for this purpose.

If you have any questions or problems with regard to this request, please contact the undersigned by telephone call to (313) 256-7595*.

Thank you for your assistance and cooperation.

Very truly yours,

Gayle Aiken
Gayle Aiken
Legal Assistant

Enclosures

* to call collect, dial (313) 964-1471

DET07/50594.1

FILED
96 OCT 29 PM 5:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:*

1. Saturn CarClub of Central Florida, Inc.
(Name of corporation; must include the word "INCORPORATED" 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. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. Delaware
(State or country under the law of which it is incorporated)
3. applied for
(FEI number, if applicable)
4. August 6, 1996
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. upon filing of application for authority
(Date corporation first conducted Affairs in Florida -
See sections 617.1501, 617.1502, and 817.155, F.S.)
7. 670 N. Highway 17-92
Longwood, Florida 32750-3200
(Current mailing address)
8. a nonprofit club organized for pleasure, recreation and other nonprofitable purposes for Saturn automobile owners and lessees.
(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:

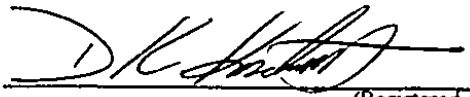
D. -Kim Hackett
(Name)

670 N. Highway 17-92
(Office address)

Longwood, Florida, 32750-3200
(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.

 Registered Agent.
(Registered agent's signature)

D. Kim Hackett

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96 OCT 29 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 addresses of officers and/or directors: (Street address only- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: See attached Rider.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: See attached Rider.

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

Roger Simmons Jr. President
(Typed or printed name and capacity of person signing application)

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96 OCT 29 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**RIDER TO APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION
FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA
OF SATURN CARCLUB OF CENTRAL FLORIDA, INC.**

12. Names and address of officers and/or directors:

A. DIRECTORS

<u>NAME</u>	<u>MAILING ADDRESS</u>
Roger Simmons, Jr.	6303 Appian Way, Orlando, FL 32807
Tony Ambush	670 N. Highway 17-92, Longwood, FL 32750-3200
Jennie M. Garrick	635-109 Red Oak Circle, Altamonte Springs, FL 32701
David T. Woodruff	504 E. Amelia Street, Orlando, FL 32803
Nancy L. Guevara	4949 Courtland Loop, Winter Springs, FL 32708
Barbara A. Miller	5711 Padgett Circle, Orlando, FL 32839
Joe Miller	5711 Padgett Circle, Orlando, FL 32839
Vicky R. Remus	1508 Osprey Avenue, Orlando, FL 32803
W. William Corbin	595 Preston Road, Longwood, FL 32750
Barbara A. Oliver	820 Town Circle, Maitland, FL 32751
Conrad L. Guevara	4949 Courtland Loop, Winter Springs, FL 32708
Marjorie Goodrich	670 N. Highway 17-92, Longwood, FL 32750-3200

B. OFFICERS

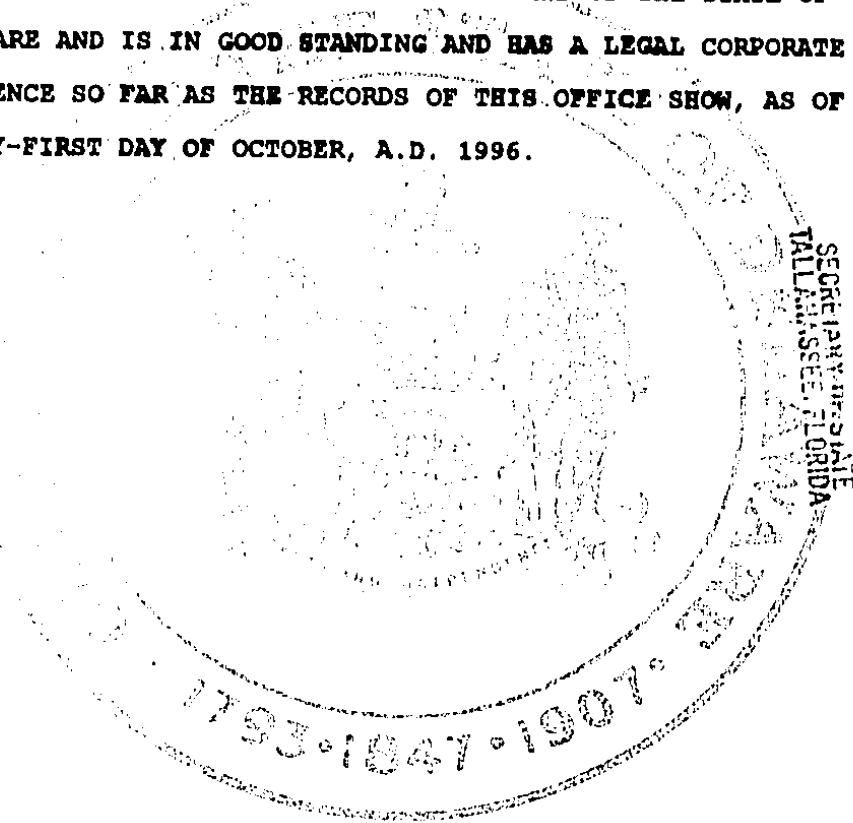
<u>TITLE</u>	<u>NAME</u>	<u>MAILING ADDRESS</u>
President	Roger Simmons, Jr.	6303 Appian Way, Orlando, FL 32807
Vice President	Tony Ambush	670 N. Highway 17-92, Longwood, FL 32750-3200
Secretary	Nancy L. Guevara	4949 Courtland Loop, Winter Springs, FL 32708
Corresponding Secretary	Jennie M. Garrick	635-109 Red Oak Circle, Altamonte Springs, FL 32701
Treasurer	David T. Woodruff	504 E. Amelia Street, Orlando, FL 32803

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96 OCT 29 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SATURN CARCLUB OF CENTRAL FLORIDA, 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 TWENTY-FIRST DAY OF OCTOBER, A.D. 1996.



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960228179

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 8154126

DATE: 10-21-96