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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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-11/07/96--01049--013
*****78.75 *****78.75

SUBJECT: Metro/Syracuse, 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", 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:

Michael L. Brewer, Attorney at Law
(Name of Person)

Brewer, P.A.

(Firm/Company)

500 Canal Street

(Address)

New Smyrna Beach, Florida 32168

(City/State/Zip)

Check #6132 made payable to Florida Secretary of State in the amount of \$78.75 is enclosed for the registration fee (\$70.00) and a certificate of status (\$8.75).

Should you need to call someone concerning this matter, please call:

Michael L. Brewer
(Name of Person)

at (904) 423-5504
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
96 NOV -8 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
SL

**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. Metro/Syracuse, 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. New York
(State or country under the law of which it is incorporated)
3. 16-0924368
(FEI number, if applicable)
4. April 6, 1965
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. N/A
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155))
7. P.O. Box 1078
Syracuse, New York 13201
(Current mailing address)
8. real estate
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

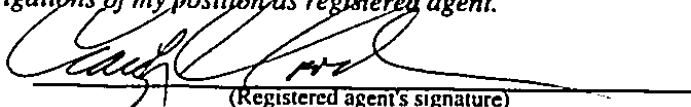
Name: Craig L. Goodman

Office Address: 2750 S. Ridgewood Avenue, Suite B-4

South Daytona, Florida, 32119
(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)

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: Craig L. Goodman

Address: 2750 S. Ridgewood Avenue, Suite B-4

South Daytona, Florida 32119

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Craig L. Goodman

Address: 2750 S. Ridgewood Avenue, Suite B-4

South Daytona, Florida 32119

Vice President: _____

Address: _____

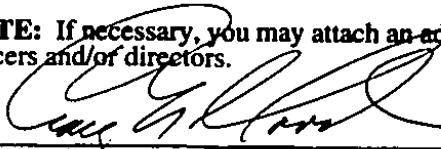
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Craig L. Goodman / Chairman / President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

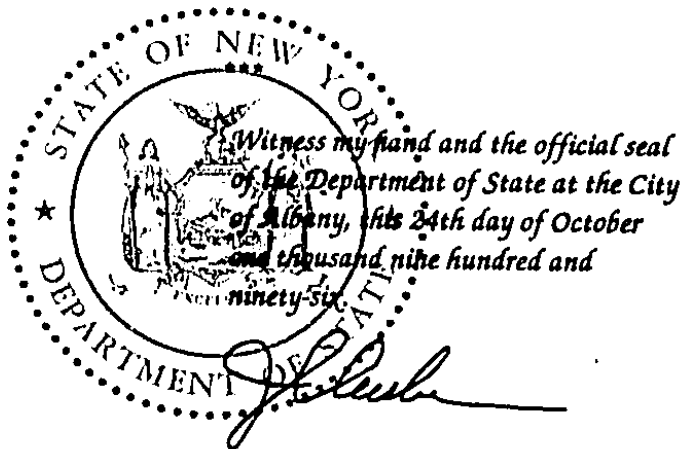
State of New York | **ss:**
Department of State

I hereby certify, that the certificate of incorporation of METRO/SYRACUSE, INC. was filed on 04/06/1965, under the name of GOODMAN, LEWIS, AUTO LEASING, INC., with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment GOODMAN, LEWIS, AUTO LEASING, INC., changing name to METRO AMC/JEEP OF SYRACUSE, INC., was filed 10/28/1977.

A Certificate of Amendment METRO AMC/JEEP OF SYRACUSE, INC., changing name to METRO AMC/JEEP/RENAULT OF SYRACUSE, INC., was filed 05/07/1985.

A Certificate of Amendment METRO AMC/JEEP/RENAULT OF SYRACUSE, INC., changing name to METRO/SYRACUSE, INC., was filed 09/14/1987.



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Special Deputy Secretary of State

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