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HONIGMAN MILLER SCHWARTZ AND COHN

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

2290 FIRST NATIONAL BUILDING
DETROIT, MICHIGAN 48226-3503

FAX (313) 962-0176

GAYLE AIKEN
Legal Assistant

DIRECT DIAL NUMBER
(313) 256-7595

LANSING, MICHIGAN
WEST PALM BEACH, FLORIDA
TAMPA, FLORIDA

November 7, 1996

VIA CERTIFIED MAIL

Florida Department of State
Corporation Division
409 East Gaines Street
Tallahassee, Florida 32399

Re: Saturn of Sarasota/Manatee CarClub, Inc. 900002003819--7

-11/13/96--01189--012
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed for filing are the following:

1. An original and one copy of executed form 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 filed copy to the undersigned. A self-addressed, stamped envelope 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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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11/14

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 of Sarasota/Manatee CarClub, 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. October 28, 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 617.153, F.S.)
7. 7777 South Tamiami Trail
Sarasota, Florida 32437
(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:
Doris Kaczmarek
(Name)
7777 South Tamiami Trail
(Office address)
Sarasota, Florida 32431
(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.

Doris Kaczmarek
Doris Kaczmarek (Registered agent's signature)

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

Doris Kaczmarek, President

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

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

A. DIRECTORS

<u>NAME</u>	<u>MAILING ADDRESS</u>
Doris Kaczmarek	504 59th Street North West, Bradenton, FL 34209
Janet Noack	3620 Wilderness Boulevard West, Parrish, FL 34219
Michael Swieczkowski	3709 Taro Place, Sarasota, FL 34232
Carmen C. Raddatz	2820 Greenbriar Street, Sarasota, FL 34237
Paul Staik	2992 Bay Street, Sarasota, FL 34237

B. OFFICERS

<u>TITLE</u>	<u>NAME</u>	<u>MAILING ADDRESS</u>
President	Doris Kaczmarek	504 59th Street North West, Bradenton, FL 34209
Vice President	Janet Noack	3620 Wilderness Boulevard West, Parrish, FL 34219
Secretary	Michael Swieczkowski	3709 Taro Place, Sarasota, FL 34232
Treasurer	Carmen C. Raddatz	2820 Greenbriar Street, Sarasota, FL 34237

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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 OF SARASOTA/MANATEE CARCLUB, 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 THIRTY-FIRST DAY OF OCTOBER, A.D. 1996.

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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8171579

DATE: 10-31-96