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LAW OFFICES

HONIGMAN MILLER SCHWARTZ AND COHN

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

2290 FIRST NATIONAL BUILDING
DETROIT, MICHIGAN 48226-3583

FAX (313) 962-0176

GAYLE AIKEN
Legal Assistant

DIRECT DIAL NUMBER
(313) 266-7595

LANSING, MICHIGAN
WEST PALM BEACH, FLORIDA
TAMPA, FLORIDA

November 8, 1996

VIA CERTIFIED MAIL

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

000002003820--4
-11/13/96--01189--013
*****70.00 *****70.00

Re: Gulf Coast Saturn CarClub, Inc.

Dear Sir/Madam:

Enclosed for filing are the following:

1. An original and one copy of executed form of Application By Foreign Non 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 document to the undersigned. A self-addressed, stamped 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
Legal Assistant

Enclosures

*To call collect dial (313) 964-1471

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DIVISION OF CORPORATION
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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. Gulf Coast Saturn 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
(FEL number, if applicable)
4. October 28, 1996
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. upon filing
(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 817.155, F.S.)
7. 6300 Pensacola Boulevard
Pensacola, Florida 32505
(Current mailing address)
8. A nonprofit club organized for pleasure, recreation and other non-profitable 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)

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DIVISION OF CORPORATION
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9. Name and street address of Florida registered agent:

Charles R. Hayes
(Name)
6300 Pensacola Boulevard
(Office address)
Pensacola 32505
(City) Florida (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.

Charles R. Hayes
Charles R. Hayes (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: See attached Rider Charles R. Hayes

Address: 8316 Tabald Lane
Pensacola FL 32506

Vice Chairman: (Tom) James Chastain

Address: 10320 Edendale Rd
Cantonment FL 32533

Director: Sandra Shields

Address: 9110 Arand Dr
Pensacola FL 32514

Director: Todd Posey

Address: 850 Valley Ridge Dr
PENSACOLA, FL 32514

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

President: See attached Rider Charles R. Hayes

Address: 8316 Tabald Lane
Pensacola FL 32506

Vice President: (Tom) James Chastain

Address: 10320 Edendale Rd
Cantonment FL 32533

Secretary: Sandra Shields

Address: 9110 Arand Dr. Pensacola FL 32514

Treasurer: Todd Posey

Address: 850 Valley Ridge Dr Pensacola FL 32514

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

13.

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

Charles R. Hayes, President

(Typed or printed name and capacity of person signing application)

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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 "GULF COAST SATURN 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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DIVISION OF CORPORATIONS
26 NOV 13 AM 8:13



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8171733

DATE: 10-31-96