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LAW OFFICES
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A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS
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DETROIT, MICHIGAN 48226-3553
FAX (313) 962-0176

GAYLE AIKEN
Legal Assistant

DIRECT DIAL NUMBER
(313) 256-7595

LANING, 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

200002003822--8
-11/13/96--01189--014
*****70.00 *****70.00

Re: Suncoast 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 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
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. Suncoast 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
(FEI number, if applicable)
4. October 18, 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. 11024 Causeway Boulevard
Brandon, Florida 33511
(Current mailing address)
8. a nonprofit club organized for pleasure, recreation and other non-profitable purposes for Saturn 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:

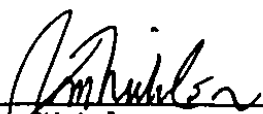
Tom Nicholson
(Name)

11024 Causeway Boulevard
(Office address)

Brandon Florida 33511
(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.


Tom Nicholson

(Registered agent's signature)

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DIVISION OF CORPORATIONS
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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)

Tom Nicholson, President

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

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

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

A. DIRECTORS

<u>NAME</u>	<u>MAILING ADDRESS</u>
Tom Nicholson	3026 Cunard Drive, Valrico, Florida 33594
Virginia Bryant	11514 Corwin Street, Gibsonton, Florida 33534
Lou Martindale	816 Blackberry Lane, Brandon, Florida 33511
Jim Dodd	2241 Eagle Bluff Drive, Valrico, Florida 33594

B. OFFICERS

<u>TITLE</u>	<u>NAME</u>	<u>MAILING ADDRESS</u>
President	Tom Nicholson	3026 Cunard Drive, Valrico, Florida 33594
Vice President	Virginia Bryant	11514 Corwin Street, Gibsonton, Florida 33534
Secretary	Lou Martindale	816 Blackberry Lane, Brandon, Florida 33511
Treasurer	Jim Dodd	2241 Eagle Bluff Drive, Valrico, Florida 33594

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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 "SUNCOAST 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 TWENTY-FOURTH DAY OF OCTOBER, A.D. 1996.

FILED
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DIVISION OF CORPORATIONS
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Edward J. Freel, Secretary of State

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AUTHENTICATION: 8160337
DATE: 10-24-96