

F96000006515



C-CAR

CROSS-CONTINENT AUTO RETAILERS, INC.
1201 S. TAYLOR ST.
P.O. BOX 750
AMARILLO, TEXAS 79101-0750
TEL. 806.374.8653
FAX 806.374.3818

November 29, 1996

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

Re: Authority to Transact Business in Florida -
CROSS-CONTINENT AUTO RETAILERS, INC.

Dear Ms. Mortham:

200002017792--7
-12/03/96--01076--001
*****70.00 *****70.00

Enclosed for filing is the original and one copy of Application By Foreign Corporation For Authorization To Transact Business in Florida. Also enclosed is our company check in the amount of \$70.00 for the registration fees. I would appreciate your returning to me a file-stamped copy of the Application in the enclosed, stamped, self-addressed envelope.

If you have any questions, please give me a call.

Thank you.

Yours very truly,



Diana Walling
Legal Assistant

encls.

wa 25510

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 5, 1996

DIANA WALLING
C-CAR
PO BOX 750
AMARILLO, TX 79105-0750

SUBJECT: CROSS-CONTINENT AUTO RETAILERS, INC.
Ref. Number: W96000025510

We have received your document for CROSS-CONTINENT AUTO RETAILERS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 696A00054639



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CROSS-CONTINENT AUTO RETAILERS, INC.
1201 S. TAYLOR ST.
P.O. BOX 750
AMARILLO, TEXAS 79105-0750
TEL. 806.374.8653
FAX 806.374.3818

December 10, 1996

**Mr. Hart Collins
Senior Corporate Section Administrator
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314**

**Re: Authority to Transact Business in Florida -
CROSS-CONTINENT AUTO RETAILERS, INC.
Ref. Number: W96000025510**

Dear Mr. Collins:

Enclosed are two originals of the corrected first page of Application By Foreign Corporation For Authorization To Transact Business in Florida. The enclosed pages have been signed by our registered agent. Per your instructions, I have also enclosed is a copy of your letter dated December 5 returning to me the incomplete documents.

I am assuming that our company check in the amount of \$70.00 for the registration fees (sent with my first submission) is still sufficient for your office to file our Application. I have enclosed another stamped, self-addressed envelope for your convenience in returning to me a file-stamped copy of the Application.

If you have any questions, please give me a call.

Thank you.

Yours very truly,

**Diana Walling
Legal Assistant**

encls.

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. CROSS-CONTINENT AUTO RETAILERS, 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. Delaware
(State or country under the law of which it is incorporated)
3. 75-2653095
(FEI number, if applicable)
4. May 16, 1996
(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 817.156, F.S.))
7. 1201 S. Taylor
Amarillo, Texas 79101
(Current mailing address)
8. Automobile sales and service
(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:
Name: C T CORPORATION SYSTEM
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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.

C T CORPORATION SYSTEM

C. Morales
(Registered agent's signature) (Officer)

C. Morales
Special Agent Secretary

(Type Name and Title of Officer)

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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 Attachment)

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____ (See Attachment)

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

14. Robert W. Hall, Senior Vice Chairman & Treasurer
(Typed or printed name and capacity of person signing application)

12.A.

**BOARD OF DIRECTORS
OF
CROSS-CONTINENT AUTO RETAILERS, INC.**

**Bill Gilliland
Director
1201 S. Taylor
Amarillo, Texas 79101**

**Robert W. Hall
Director
1201 S. Taylor
Amarillo, Texas 79101**

**Ezra P. Mager
Director
Cross-Continent Auto Retailers, Inc.
c/o Torrey Funds
540 Madison Avenue, 30th Floor
New York, NY 10022**

**Emmett M. Rice, Jr.
Director
1201 S. Taylor
Amarillo, Texas 79101**

**John W. Gaines
Director
1201 S. Taylor
Amarillo, Texas 79101**

**John H. Marmaduke
Director
Hastings Entertainment, Inc.
P.O. Box 35350
Amarillo, Texas 79120-5350**

**Robert F. Green
Director
401 S. Taylor
Amarillo, Texas 79101**

12.B.

**OFFICERS OF
CROSS-CONTINENT AUTO RETAILERS, INC.**

**Bill Gilliland
Chairman & Chief Executive Officer
1201 S. Taylor
Amarillo, Texas 79101**

**Robert W. Hall
Senior Vice Chairman & Treasurer
1201 S. Taylor
Amarillo, Texas 79101**

**Ezra P. Mager
Vice Chairman
Cross-Continent Auto Retailers, Inc.
c/o Torrey Funds
540 Madison Avenue, 30th Floor
New York, NY 10022**

**Emmett M. Rice, Jr.
Senior Vice President & Chief Operating Officer
1201 S. Taylor
Amarillo, Texas 79101**

**Charles D. Winton
Vice President, Chief Accounting Officer & Secretary
1201 S. Taylor
Amarillo, Texas 79101**

**Thomas D. Corchado
Vice President of Fixed Operations
1201 S. Taylor
Amarillo, Texas 79101**

**John W. Gaines
Vice President of Finance
1201 S. Taylor
Amarillo, Texas 79101**

**Jerry L. Pullen
Vice President - City Manager
1201 S. Taylor
Amarillo, Texas 79101**

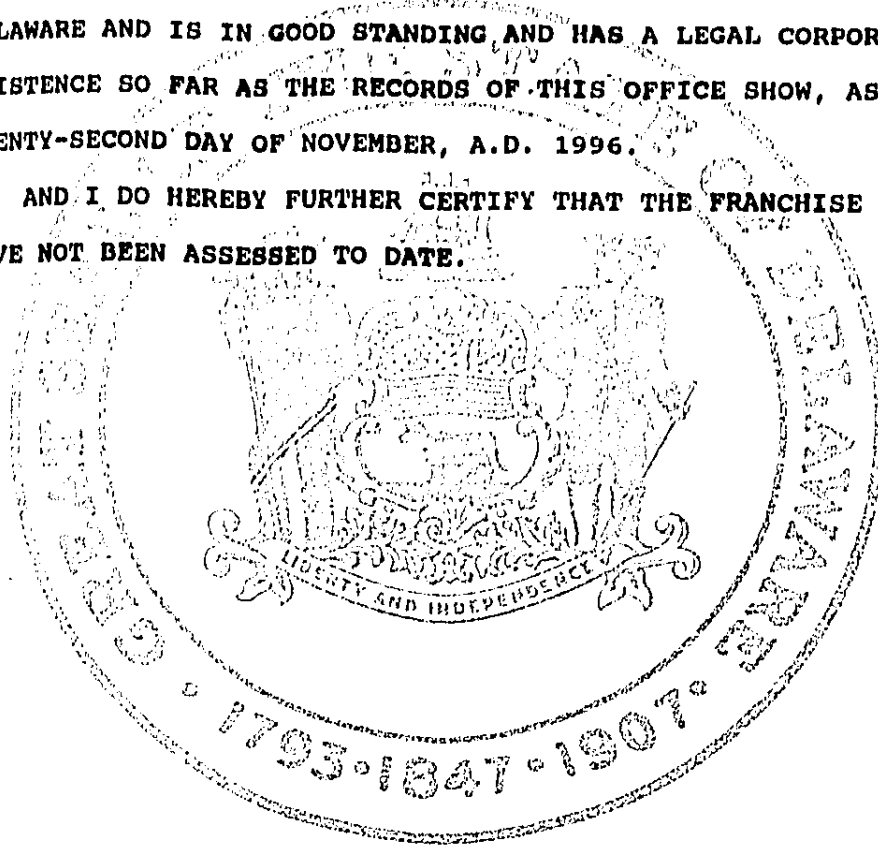
**Benjamin J. Quattrone
Vice President of Dealer Operations
1201 S. Taylor
Amarillo, Texas 79101**

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 "CROSS-CONTINENT AUTO RETAILERS, 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-SECOND DAY OF NOVEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 13 AM 8:51



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8207137

DATE:

11-22-96