

F 970000006236



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 611057 4324525

AUTHORIZATION : Patricia Piggott  
COST LIMIT : \$ 70.00

ORDER DATE : November 24, 1997  
ORDER TIME : 10:17 AM  
ORDER NO. : 611057-010  
CUSTOMER NO: 4324525  
CUSTOMER: Clare Dowrey, Legal Asst  
Rogers & Hardin  
2700 Cain Tower  
229 Peachtree Street, N.e.  
Atlanta, GA 30303

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DIVISION OF CORPORATIONS  
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11/25

FOREIGN FILINGS

NAME: UAG KISSIMMEE MOTORS, INC.

200002356512-8

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

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# 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. UAG Kissimmee Motors, 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. Applied For

(FEI number, if applicable)

4. October 8, 1997

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 375 Park Avenue, New York, New York 10152

(Current mailing address)

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8. See attached purpose clause

(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: Corporation Service Company

Office Address: 1201 Hayes Street

Tallahassee, Florida, 32301

(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 obligation of my position as registered agent.

Sylvia M. White

(Registered agent's signature) (Officer)

Authorized Representative

(Type Name and Title of Officer)

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:

A. DIRECTORS

Chairman: See attached list of directors

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: See attached list of directors

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: See attached list of directors

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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B. OFFICERS

President: See attached list of officers

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

14. Philip N. Smith, Jr., Vice President  
(Typed or printed name and capacity of person signing application)

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PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the General Corporation Law of the state of Delaware and permitted under Florida law.

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OFFICERS LIST

Marshall S. Cogan  
Chairman of the Board, Chief Executive Officer, and President  
375 Park Avenue  
New York, New York 10152

Robert H. Nelson  
Vice President and Treasurer  
375 Park Avenue  
New York, New York 10152

Karl H. Winters  
Vice President and Chief Financial Officer  
375 Park Avenue  
New York, New York 10152

Philip N. Smith, Jr.  
Vice President and Assistant Secretary  
375 Park Avenue  
New York, New York 10152

James R. Davidson  
Vice President  
375 Park Avenue  
New York, New York 10152

Dawson Horn  
Vice President and Assistant Secretary  
375 Park Avenue  
New York, New York 10152

Tambra S. King  
Assistant Vice President and Secretary  
375 Park Avenue  
New York, New York 10152

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DIRECTORS LIST

Marshall S. Cogan  
375 Park Avenue  
New York, New York 10152

James R. Davidson  
375 Park Avenue  
New York, New York 10152

Robert H. Nelson  
375 Park Avenue  
New York, New York 10152

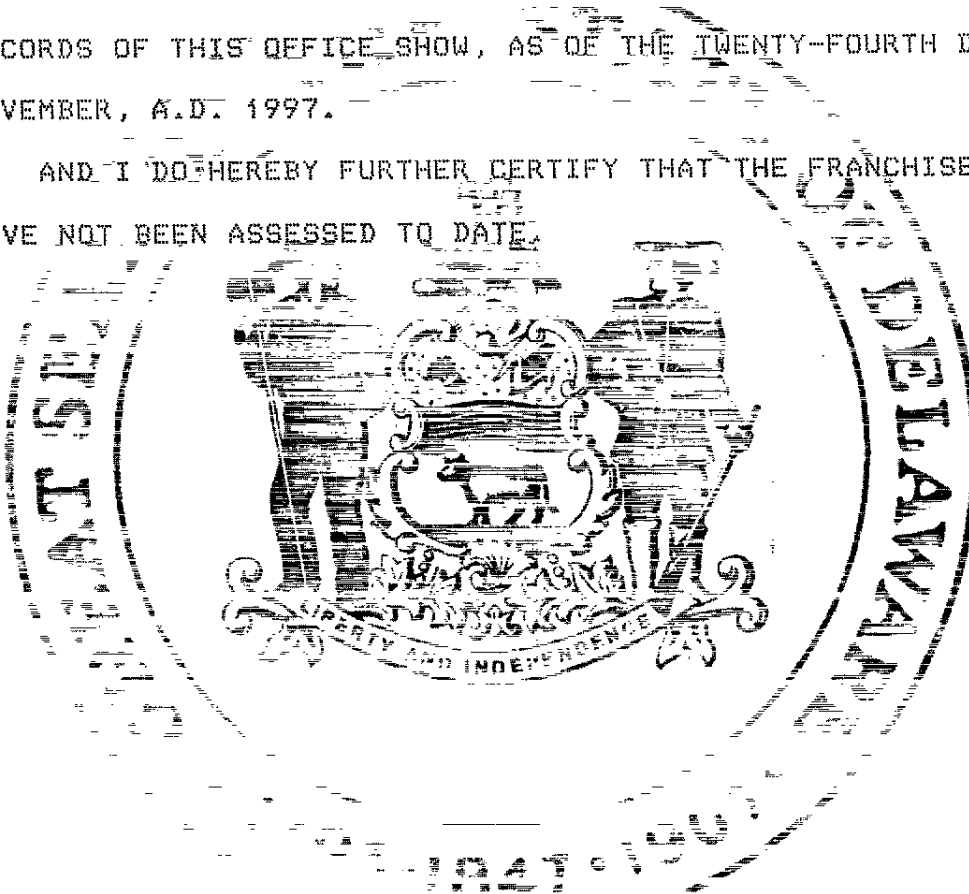
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*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UAG KISSIMMEE MOTORS, 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 NOVEMBER, A.D. 1997.

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



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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8774946

DATE:

11-24-97