

01/98

FLORIDA DIVISION OF CORPORATIONS

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FAX #: (850)922-4000

FROM: ENGLISH, MCCAUGHAN & O'BRYAN, P.A.
CONTACT: DEBRA H CHRYSTIE
PHONE: (954)462-3300

ACCT#: 076067004147

FAX #: (954)763-2439

NAME: BARTOLINI FINANCE CORPORATION
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DIVISION OF CORPORATIONS

FAX AUDIT NO. H98000006264

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
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. Bartolini Finance Corporation
(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 of corporation)
2. Arizona 3. 86-0812783
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12-1-95 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 4/1/98
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 1850 East Main Street, Mesa, Arizona 85203
(Current mailing address)
8. finance of used motor vehicles
(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: Robert R. Bartolini
Office Address: 2626 South Federal Highway
Delray Beach, Florida, 33483
(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.
Robert R. Bartolini
(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.

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04/01/98 WED 11:57 FAX 1 954 763 2438

PREPARED BY: Gerald W. Gritter, Jr. Fla. Bar No. 282170
100 N.E. 3rd Ave., 1100, Ft. Lauderdale, FL 33301 -- 954-462-3300

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TALLAHASSEE, FLA.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Robert R. Bartolini

Address: 7707 Northwest 47th Drive
Coral Springs, FL 33067

Director: Edward M. Bartolini

Address: 7596 East Corrine Road
Scottsdale, Arizona 85260

B. OFFICERS

President: Edward M. Bartolini

Address: 7596 East Corrine Road
Scottsdale, Arizona 85260

Vice President: Robert R. Bartolini

Address: 7707 Northwest 47th Drive
Coral Springs, FL 33067

Secretary: Donna Kaschok

Address: 1261 S.E. 2 Street
Deerfield Beach, FL 33441

Treasurer: _____

Address: _____

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

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

14. Robert R. Bartolini, Vice President
(Typed or printed name and capacity of person signing application)

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STATE OF ARIZONA



Office of the
CORPORATION COMMISSION

To all to whom these presents shall come, greeting:
I, Jack Rose, Executive Secretary of the Arizona Corporation
Commission, do hereby certify that

*****BARTOLINI FINANCE CORPORATION*****

a domestic corporation organized under the laws of the state
of Arizona, did incorporate on December 1, 1995.

I further certify that this corporation has filed all
affidavits and annual reports and paid all filing fees
required to date and, therefore, is in good standing in this
state.

IN WITNESS WHEREOF, I have hereunto
set my hand and affixed the official seal
of the Arizona Corporation Commission.
Done at Phoenix, the Capitol, this
31st day of March, 1998, A. D.



Jack Rose

Executive Secretary

BY: *[Signature]*