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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: BARNETT, BOLT, KIRKWOOD & LONG

ACCT#: 072731001155

CONTACT: YOLANDA A TULLO

PHONE: (813)253-2020

FAX #: (813)251-6711

NAME: STAR AUTOMOTIVE GROUP, INC.

AUDIT NUMBER.....H98000007620

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..1

PAGES..... 3

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 23, 1998

BARNETT, BOLT, KIRKWOOD & LONG

SUBJECT: STAR AUTOMOTIVE GROUP, INC.
REF: W98000009076

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

A brief description of the entity's nature of business must be included in the document.

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 (850) 487-6958.

Lee Rivers
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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. STAR AUTOMOTIVE GROUP, 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. February 17, 1998
(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 817.155, F.S.)
7. 100 West Kennedy Boulevard, Suite 740, Tampa, Florida 33602
(Current mailing address)
8. Any lawful purpose
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: Steven A. Uiterwyk
Office Address: 100 West Kennedy Boulevard, Suite 740
Tampa, Florida, 33602
(Zip code)

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 TALLAHASSEE, FLORIDA

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.

STEVEN A. UITERWYK

(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.

Leslie Wager Hudock, Esq.
Barnett, Bolt, Kirkwood & Long
601 Bayshore Blvd., Suite 700, Tampa, FL 33606
813-253-2020; FLORIDA BAR NO. 650706

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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: EDWARD R. LEIBOWITZAddress: 1039 Guisando de Avila, Tampa, FL 33613

Vice Chairman: _____

Address: _____

Director: STEVEN A. UITTERWYKAddress: 100 West Kennedy Boulevard, Suite 740
Tampa, FL 33602

Director: _____

Address: _____

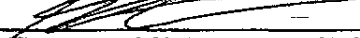
B. OFFICERS (Street address only - P.O. Box NOT acceptable)President: STEVEN A. UITTERWYKAddress: 100 West Kennedy Boulevard, Suite 740
Tampa, FL 33602

Vice President: _____

Address: _____

Secretary: JASON KUHNAddress: 100 West Kennedy Boulevard, Suite 740
Tampa, FL 33602Treasurer: STEVEN A. UITTERWYKAddress: Same as Above

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)14. STEVEN A. UITTERWYK, President
(Typed or printed name and capacity of person signing application)

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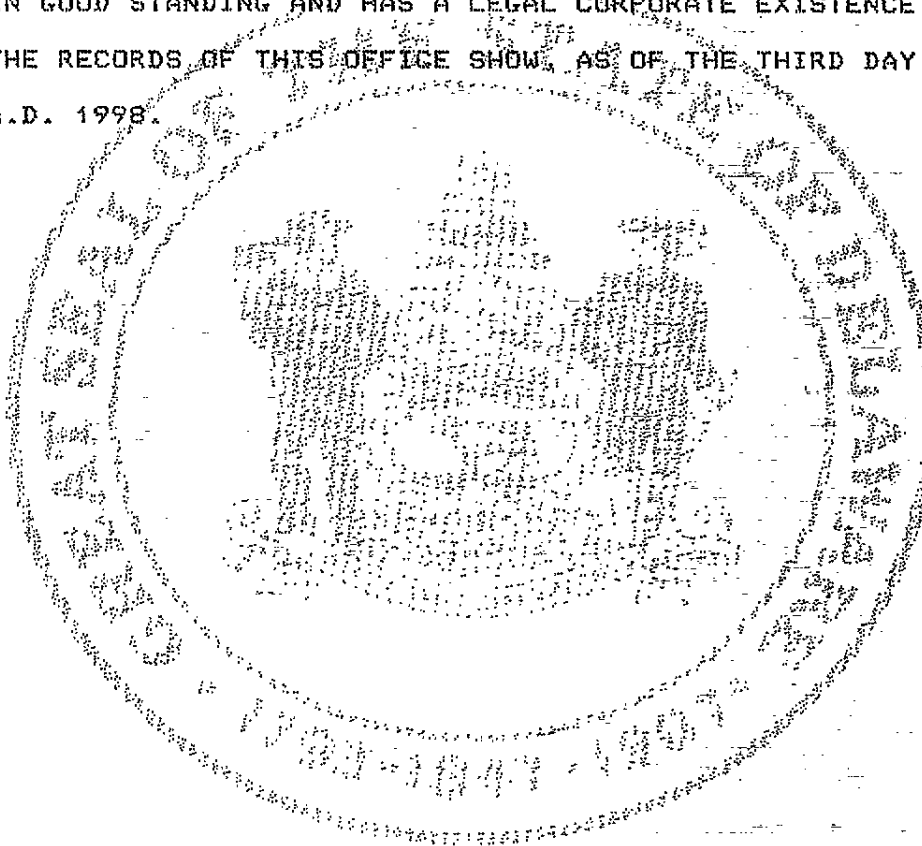
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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STAR AUTOMOTIVE GROUP, 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 THIRD DAY OF MARCH, A.D. 1998.



SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

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