

F98000004386



ACCOUNT NO. : 072100000032
REFERENCE : 911465 7130371
AUTHORIZATION : Patricia Pizut
COST LIMIT : \$ 70.00

ORDER DATE : July 30, 1998
ORDER TIME : 9:38 AM
ORDER NO. : 911465-005
CUSTOMER NO: 7130371

CUSTOMER: Rebecca Mitchell, Legal Asst
Carmax Auto Super Store
4900 Cox Road, 2nd Floor
Glen Allen, VA 23060-3314

000002605100--3

FOREIGN FILINGS

NAME: CARMAX SALES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Turner

FILED
98 AUG -3 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 AUG -3 AM 9:58
DIVISION OF CORPORATION

8/3/98

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 officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

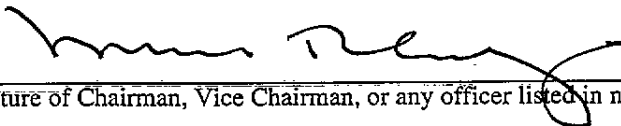
Secretary: _____

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)

14. Michael T. Chalifoux, President
(Typed or printed name and capacity of person signing application)

CARMAX SALES, INC.

Officers/Directors Rider

DIRECTORS

Michael T. Chalifoux
9950 Mayland Drive
Richmond, VA 23233

Philip J. Dunn
9950 Mayland Drive
Richmond, VA 23233

Keith D. Browning
4900 Cox Road
Glen Allen, VA 23060

Peter H. Sorensen
Two Wall Street
New York, NY 10005

OFFICERS

President/Secretary - Michael T. Chalifoux
9950 Mayland Drive
Richmond, Virginia 23233

Treasurer/Assistant Secretary - Philip J. Dunn
9950 Mayland Drive
Richmond, VA 23233

Chief Financial Officer/Assistant Secretary -
Keith D. Browning
4900 Cox Road
Glen Allen, VA 23060

Vice President - Angie Schwarz
225 Chastain Meadows
Kennesaw, Georgia 30144

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TALLAHASSEE, FLORIDA

CarMax Sales, Inc.
Purpose Statement Rider

To purchase, own, pledge, maintain, market, sell and otherwise deal with and in new and used automobiles and light-duty trucks; to finance such activities pursuant to loan agreements or other similar documents; to conduct such activities through agents pursuant to administration agreements or other similar documents and to engage in any lawful act or activity and to exercise any power permitted to corporations organized under the Georgia Business Corporation Code that is incidental to and necessary or appropriate to accomplish the foregoing.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 982090564
CONTROL NUMBER : 9824151
DATE INC/AUTH/FILED: 06/26/1998
JURISDICTION : GEORGIA
PRINT DATE : 07/28/1998
FORM NUMBER : 211

CSC
HEATHER K. KLINZING
100 PEACHTREE ST., STE. 660
ATLANTA, GA 30303

FILED
98 AUG -3 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF EXISTENCE

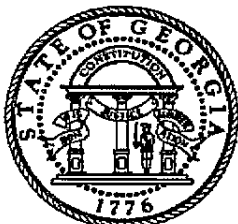
I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

CARMAX SALES, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Lewis A. Massey

Lewis A. Massey
Secretary of State