0004386



ACCOUNT NO. : 072100000032

REFERENCE :

911465

7130371

AUTHORIZATION

COST LIMIT

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

000002605100--3

Glen Allen, VA 23060-3314

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

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:

	50 600000	
Georgia 3.	58-2397250	
(State or country under the law of which it is incorporated)	is incorporated) (FEI number, if applicable)	
June 26, 1998	Perpetual	
(Date of Incorporation)	(Duration: Year corp. wi "perpetual")	ll cease to exist or
Upon qualification		98 S TAT
(Date first transacted business in Florida. (SEE SECTIONS 6	07.1501, 607.1502, AND 8	17.155 元(3.) 등 可
225 Chastain Meadows Court		
		8 5 ω Γ
Kennesaw, Georgia 30144		
(Current mailing ac	dress)	E.F.LO.
\ ···· \	•	. 32 ORIC
See Attached Purpose Statement Rider	,	DE 2
(Purpose(s) of corporation authorized in home state or count	ry to be carried out in the	state of Florida)
Name and street address of Florida registered age	ent: (P.O. Box or Mai	l Drop Box <u>NOT</u>
acceptable)		
	У	
acceptable)	У	
acceptable) Name: Corporation Service Compan	y , Florida ,	32301
acceptable) Name: Corporation Service Compan Office Address: 1201 Hays Street		32301 (Zip Code)

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.

(Registered agent's signature)

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: ___ 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. (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

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

98 AUG -3 AH 10: 32
SECRETARY OF STATE

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

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

BRAUG-3 AM 10: 32 SECRETARY OF 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 abovenamed 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 G. Massey

Lewis A. Massey Secretary of State