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C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City State Zip Phone

CORPORATION(S) NAME

500002826525--7

-04/01/99--01071--011

\*\*\*\*70.00 \*\*\*\*70.00

Satura Retail of Southeast Florida, Inc.

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
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TALLAHASSEE, FLORIDA  
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Thanks, Melanie ☺

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APR 1 - 1999  
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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
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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. Saturn Retail of Southeast Florida, 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 3. 62 - 176 33 41  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11/23/98 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 3/19/99  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, and 817.155, F.S.)

7. 100 SATURN Parkway, MD: 371-999-F10  
Spring Hill, TN 37174  
(Current mailing address)

8. Holdings Company for Real Estate  
(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: (P.O. Box or Mail Drop Box NOT acceptable)  
Name: C T CORPORATION SYSTEM  
Office Address: 1200 South Pine Island Road  
Plantation, Florida, 33324  
(Zip code)

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TALLAHASSEE FLORIDA

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.*

Mary R. Adams MARY R. ADAMS  
(Registered agent's signature) ASSISTANT SECRETARY

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: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Director Chairman: Till Hajdziak

Address: 921 Balfour, Grosse Point Park, Michigan 48230

Director Vice Chairman: Ed Toporzycki

Address: 9455 Chauvenet  
Brentwood, TN 37027

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

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

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

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

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

President: Steve W. Griffin

Address: 9307 Chevot Hills  
Brentwood, TN 37027

Vice President: Jim Craner

Address: 1000 Green Hills Cove  
Brentwood, TN 37027

Secretary/Treasurer: Heather W. Brown

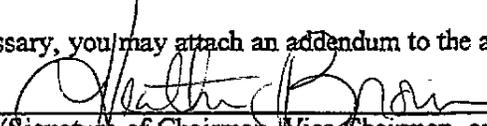
Address: 306 Humble Lane  
Franklin, TN 37069

Treasurer: \_\_\_\_\_

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

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TALLAHASSEE FLORIDA

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. Heather W. Brown Secretary/Treasurer  
(Typed or printed name and capacity of person signing application)

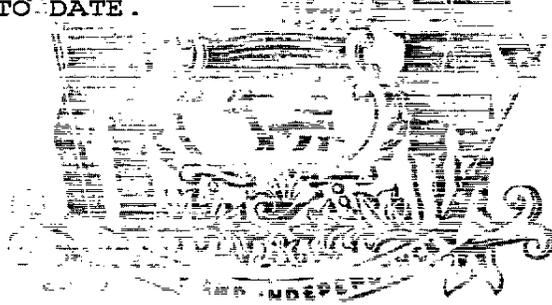
State of Delaware  
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SATURN RETAIL OF SOUTHEAST FLORIDA, 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 THIRTY-FIRST DAY OF MARCH, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



SECRETARY OF STATE  
WALLACE FLORIDA

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FILED



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Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

9663239

03-31-99