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CSC

THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 278538 4325493

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 87.50

ORDER DATE : June 17, 1999

ORDER TIME : 9:36 AM

ORDER NO. : 278538-020

900002929829--7

CUSTOMER NO: 4325493

CUSTOMER: Ms. Marilyn Glasson
Motors Holding Division
100 Renaissance Center
482-a05-b45
Detroit, MI 48265-1000

FOREIGN FILINGS

NAME: AUTOCITY BUICK-PONTIAC-GMC,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (2) CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 JUL 13 AM 10:38

RECEIVED

TALLAHASSEE, FLORIDA
SECRETARY OF STATE

99 JUL 13 PM 12:09

FILED

W 7/13

**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. AUTOCITY BUICK-PONTIAC-GMC, 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. 65-0930869

(FEI number, if applicable)

4. June 17, 1999

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. to be July 19, 1999

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1395-1 North Homestead Blvd.

Homestead, Florida 33030-5011

(Current mailing address)

8. Sales, service and lease of new and used automobiles.

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, Florida, 32301

(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.

Corporation Service Company

By: [Signature]

(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.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

FILED
99 JUL 13 PM 12:09
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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

~~XXXXXX~~ Chairman: DIRECTOR: Lomberto L. Perez

Address: 1395-1 North Homestead
Homestead, FL 33030-5011

~~XXXXXXXXXX~~ Vice Chairman: DIRECTOR: Steven E. Murdock

Address: 5730 Glenridge Drive, Suite 404
Atlanta, GA 30328

Director: Paul M. Fields

Address: 100 Renaissance Center, MailCode: 482-A05-B45
Detroit, MI 48265-1000

Director:

Address:

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

President: Lomberto L. Perez

Address: 1395-1 North Homestead
Homestead, FL 33030-5011

Vice President: Not Applicable

Address:

Secretary: Doug Bernard

Address: 1395-1 North Homestead Blvd.
Homestead, FL 33030-5011

Treasurer: Doug Bernard

Address: 1395-1 North Homestead Blvd.
Homestead, FL 33030-5011

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. Doug Bernard, Secretary-Treasurer
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA

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 "AUTOCITY BUICK-PONTIAC-GMC, 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 EIGHTEENTH DAY OF JUNE, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
99 JUL 13 PM 12:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA





Edward J. Freel, Secretary of State

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AUTHENTICATION: 9813238

DATE: 06-18-99