

Division of Corporations

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## Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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## FOREIGN PROFIT QUALIFICATION

Auto Banc Corporation

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

F99-6470

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 15, 1999

RUDEN, MCCLOSKEY SMITH

SUBJECT: AUTO BANC OF SOUTH FLORIDA  
REF: W99000028570

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

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORE., COMPANY, CO., INC., and INCORPORATED.

The alternate name must also end with a corporate suffix.,

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) 487-6020.

Tammi Cline  
Document Specialist

FAX Aud. #: H99000031922  
Letter Number: 399A00058838

499-31922-0

**AUTO BANC CORPORATION**

**CORPORATE ACTION OF THE  
BOARD OF DIRECTORS**

The undersigned, being the Board of Directors of AUTO BANC CORPORATION, a New Jersey corporation, (the "Corporation") hereby certify that this Corporate Action of the Board of Directors of the Corporation, a corporation duly organized and existing under the laws of the State of New Jersey, was duly adopted on November 30, 1999.

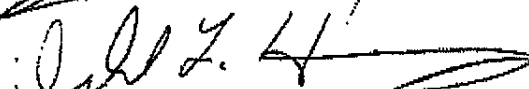
This Corporate Action may be executed in any number of counterparts, each of which shall be deemed an original for all purposes and all of which together shall constitute one and the same consent.

Be it resolved, that the Corporation, organized and existing in the State of New Jersey, hereby adopts the name AUTO BANC OF SOUTH FLORIDA CORPORATION for use in Florida.

Dated as of November 30, 1999.

DIRECTORS:

  
James P. Hallett

  
Donald L. Harris

  
William T. Stackhouse

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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. AUTO BANC CORPORATION

(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. NEW JERSEY

(State or country under the law of which it is incorporated)

3. SEPTEMBER 21, 1994

(Date of Incorporation)

4. PERPETUAL

(Duration)

5. 22-3326343

(Federal Employer Identification Number, if applicable)

6. UPON FILING

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

7. 200 NORTH MAIN STREET, MANVILLE, NEW JERSEY 08835

(Current mailing address)

8. To engage in any lawful business in which a corporation may engage under Florida law.  
(Corporate purpose and nature of business in which it is engaged in Florida)

9. Name and Street address of Florida registered agent:

Name: NRAI SERVICES, INC.  
Office Address: 526 E. PARK AVENUE  
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.*

Registered agent's signature: 

Anthony J. Alexander, Asst. 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.

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## 12. Names and addresses of officers and or directors:

## A. Directors:

Chairman: \_\_\_\_\_

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

Vice Chairman: \_\_\_\_\_

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

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

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

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

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

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TALLAHASSEE, FLORIDA

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## B. Officers:

President: JAMES P. HALLETTAddress: 200 N. MAIN STREET, MANVILLE, NEW JERSEY 08835Vice President: DAVID G. FRAZIERAddress: 200 N. MAIN STREET, MANVILLE, NEW JERSEY 08835Vice President: TERRY BOYDAddress: 200 N. MAIN STREET, MANVILLE, NEW JERSEY 08835Secretary: WARREN W. BYRDAddress: 200 N. MAIN STREET, MANVILLE, NEW JERSEY 08835Treasurer: WILLIAM T. STACKHOUSEAddress: 200 N. MAIN STREET, MANVILLE, NEW JERSEY 08835

(If needed, you may attach an addendum to the application listing additional officers and/or directors).

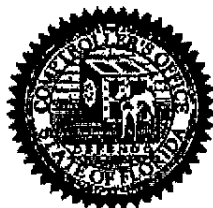
13. \_\_\_\_\_

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. TERRY BOYD, VICE PRESIDENT

(Name and capacity of person signing application)

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ROBERT F. MILLIGAN  
COMPTROLLER OF FLORIDA

499-31922 0

**OFFICE OF THE COMPTROLLER**  
DEPARTMENT OF BANKING AND FINANCE  
STATE OF FLORIDA  
TALLAHASSEE  
32399-0350

May 13, 1999

Thomas O. Katz, Esq.  
Ruden, McClosky, Smith, et al  
200 East Broward Boulevard  
Fort Lauderdale, Florida 33301

Dear Mr. Katz:

Re: "AutoBanc Corporation"

Thank you for your recent letter/fax requesting approval for use of the above-referenced name.

It is the opinion of this Department that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the state of Florida.

Sincerely,

A handwritten signature in dark ink, appearing to read "Art Simon".

Art Simon - Director  
Division of Banking  
101 East Gaines Street  
Fletcher Building - Sixth Floor  
Tallahassee, FL 32399-0350  
(850) 410-9111

:kr

cc: Karon Beyer, Chief  
Bureau of Corporate Records  
Division of Corporations  
Secretary of State's Office

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TALLAHASSEE, FLORIDA

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STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
SHORT FORM STANDING

AUTO BANC CORPORATION

*I, the Treasurer of the State of New Jersey,  
do hereby certify that the above-named  
New Jersey Domestic Profit Corporation was  
registered by this office on September 21, 1994.*

*As of the date of this certificate, said business  
continues as an active business in good standing  
in the State of New Jersey, and its Annual Reports  
are current.*

*I further certify that the registered agent and  
registered office are:*

*The Corporation Trust Company  
820 Bear Tavern Road  
Trenton, NJ 08628*

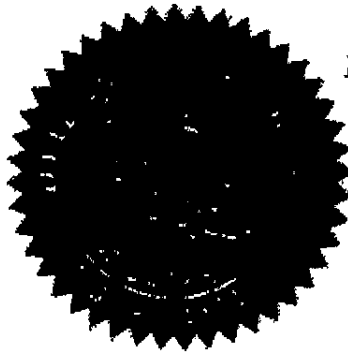
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STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
SHORT FORM STANDING

AUTO BANC CORPORATION



IN TESTIMONY WHEREOF, I have  
hereunto set my hand and  
affixed my Official Seal  
at Trenton, this  
10th day of December, 1999

*Roland M Machold*

Roland M Machold  
Treasurer

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