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Tallahassee, FL 32301 (850) 222-1092
City State Zip Phone

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*****70.00 *****70.00

CORPORATION(S) NAME

AutoNation LM Holding Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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THANK YOU CONNIE BRYAN

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TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: AutoNation LM Holding Corporation

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Jeffrey K. Simpson, Esquire
(Name of Person)

Stewart & Associates
(Firm/Company)

1201 Market Street, Suite 1700, Chase Manhattan Centre
(Address)

Wilmington, Delaware 19807
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Jeffrey K. Simpson, Esquire at (302) 652-5200
(Name of Person) (Area Code & Daytime Telephone Number)

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STREET ADDRESS:

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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. AutoNation LM Holding Corporation

(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. 65-0723608
(FEI number, if applicable)

4. December 20, 1999
(Date of incorporation)

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

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

7. 110 SE 6th Street, 20th Floor

Fort Lauderdale, Florida 33301

(Current mailing address)

8. Trademark Licensing Company
(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

Connie Bryan
(Registered agent's signature)
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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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)

Chairman: Gordon W. Stewart

Address: 1201 Market Street, Suite 1700, Chase Manhattan Centre
Wilmington, Delaware 19801

Vice Chairman: N/A

Address: _____

Director: : Jeffrey K. Simpson

Address: 1201 Market Street, Suite 1700, Chase Manhattan Centre
Wilmington, Delaware 19801

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

President: Michael E. Maroone

Address: 110 SE 6th Street, 20th Floor
Fort Lauderdale, Florida 33301

Vice President: James O. Cole

Address: 110 SE 6th Street, 20th Floor
Fort Lauderdale, Florida 33301

Secretary: James O. Cole

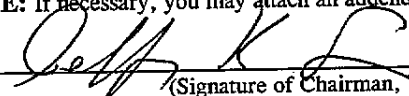
Address: 110 SE 6th Street, 20th Floor
Fort Lauderdale, Florida 33301

Treasurer: Kathleen Hyle

Address: 110 SE 6th Street, 20th Floor
Fort Lauderdale, Florida 33301

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TALLAHASSEE, FLORIDA
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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. Jeffrey K. Simpson, Assistant Secretary
(Typed or printed name and capacity of person signing application)

**ADDENDUM
TO
PARAGRAPH 12
OF
APPLICATION OF FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

• **Additional Officer(s) of AutoNation LM Holding Corporation:**

<u>Name</u>	<u>Title</u>	<u>Address</u>
Gordon W. Stewart	Assistant Secretary	1201 Market Street, Suite 1700 Chase Manhattan Centre Wilmington, Delaware 19801
Jeffrey K. Simpson	Assistant Secretary	1201 Market Street, Suite 1700 Chase Manhattan Centre Wilmington, Delaware 19801

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
FILED

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 "AUTONATION LM HOLDING CORPORATION" 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 TWENTY-SEVENTH DAY OF DECEMBER, 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.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AUTONATION LM HOLDING CORPORATION" WAS INCORPORATED ON THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 1997.

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SECRETARY OF STATE
MILLSVILLE, FLORIDA

APPROVED
AND
FILED

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12-27-99



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: