MOCOCOCOS 455 ROEDEL PARSONS KOCH FROST BALHOFF & McCOLLISTER

A LAW CORPORATION

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> Writer's E-Mail Address: CMorrow@RoedelParsons.com

February 18, 2000

DON R. SCHNEIDER ESKRIDGE E. SMITH, JR. ROSS A. BRUPBACHER Of Counsel

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Also licensed in Texas

BY CERTIFIED MAIL
RETURN RECEIPT REQUESTED

NUMBER Z542-580-860

Registration Section Division of Corporations Post Office Box 6327 Tallahassee, FL 32314

RE:

Sterling Financial Group, L.L.C. File No. 642/001

Dear Sir or Madam:

Enclosed is original Application for Registration with attached Certificate of Good Standing issued by the Louisiana Secretary of State and one copy of the referenced entity in your state. In addition, I enclose check numbered 2040 for \$70.00 representing filing fees required. Please provide us with all copies of the filed and recorded documentation.

If you have any questions, please feel free to call.

Sinderely yours

3/9

Legal Secretary

to David A. Woolridge, Jr.

:cgm enclosures (3)



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

February 28, 2000

ROEDEL PARSONS KOCH FROST BALHOFF & MCCOLLISTER 8440 JEFFERSON HWY, STE 301 BATON ROUGE, LA 70809-7652

SUBJECT: STERLING FINANCIAL GROUP, L.L.C.

Ref. Number: W00000005303

We have received your document for STERLING FINANCIAL GROUP, L.L.C. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$55.00. Refer to the attached fee schedule for & breakdown of the fees. Please return a copy of this letter to ensure your money is

The date first transacted business in Florida within the meaning of s. 607. 500 on 608.501, F.S., must be set forth in section 6 of the application. corporation/limited liability company has not yet transacted business in Forida, within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this

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

Michael Mays Document Specialist

Letter Number: 100A00010652

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Sterling Financial Group, L.L.C.

| | (Name of foreign limited liability company) | . : | = |
|-------|--|--------------------|---------------|
| 2 | Louisiana | | |
| ~ | 2 /2-1423/92 | | . |
| | (Jurisdiction under the law of which foreign limited liability (FEI number, if applicable) | 721 | <u></u> |
| 1 | Average 21 1000 | | |
| ~+, | August 31, 1998 (Date of Organization) The Perpetual Transformation of the Perpetual Transfor | | = |
| | Duration: Year limited lightly comments | į | E. |
| _ | perpetual) | | |
| 6. | (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.) | | |
| | (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.) | | Sale. |
| 7. | 2151 Quail Run Drive, Baton Rouge, LA 70808 | | |
| | 2151 Quail Run Drive, Baton Rouge, LA 70808 | المعارض المعارض | <u> </u> |
| | | | |
| | (Street address of principal office) | | 7 |
| | · · · · · · · · · · · · · · · · · · · | #1 | |
| 8. | If limited liability company is a manager-managed company, check here x | | |
| | | | - |
| 9. | The usual business addresses of the managing members or managers are as follows: | | |
| | | | • |
| | N/A AFF M T | | |
| | | : | = 4 |
| | | | |
| | | | 2 |
| | | | |
| | | | <u>-</u> : |
| | DE 02 | | - |
| | | · | <u>.</u> |
| 10. | Attached is an original certificate of printeness and the control of the control | 10-2 | |
| ther | Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of record | İsin | |
| trans | urisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a slation of the certificate under oath of the translator must be submitted.) | | |
| | and the continent character of the translator must be submitted.) | | |
| 11. | Nature of husiness or numeros to be a second of the second | | |
| | Nature of business or purposes to be conducted or promoted in Florida: | | _ |
| | Offer indirect financing to independent automobile dealers. | | _ |
| _ | deticas. | | .: "3 |
| | 11.21 | : | = |
| | a: My MK | | |
| | Signature of a member or an authorized representative of a member. | | — · · |
| | (In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.) | | |
| | and penalties of perjury that the facts stated herein are true) | | |
| | W. Lee Domingue, Sr. | | - |
| | Typed or printed name of signee | | |

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

| 1. The na | me of the Limited Liability C | ompany is: | | | |
|--|-------------------------------|---|------------------|----------------|--------|
| <u> </u> | Sterling Financial | Group, L.L.C. | ين شرفوه المحادث | . ≛ | |
| 2. The na | me and the Florida street add | ress of the registered agent and office | are: | · : . | · = |
| | CT Corporation Sys | tem | | _ | |
| | | (Name) | ALL, | 00 - | ÷ |
| | 1200 South Pine Isla | | | MA - | - |
| Florida street address (P.O. Box NOT ACCEPTABLE) | | | | | |
| | Plantation | FL 33324 City/State/Zip | FLORBE | D PM 10: 02 | :- |
| | | - * | > | 10 | |

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

VICTOR ALFANO ASSISTANT SECRETARY

(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

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SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that

the Articles of Organization of

STERLING FINANCIAL GROUP, L.L.C.

Domiciled at LAFAYETTE, LOUISIANA,

Were filed in this Office and a Certificate of Organization was issued on August 31, 1998,

I further certify that no Certificate of Dissolution has been issued.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

February 4, 2000

BRI 34680499K Secretary of State

