

MO 2-00000 2377

September 6, 2002

Florida Department of State
Registration Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

800007627348--3
-09/10/02--01024--004
***130.00 ***130.00

Dear Sir or Madam:

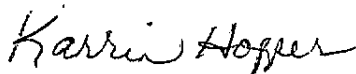
Enclosed please find the following documents to register Kelley Fleet Services LLC as a Foreign Limited Liability Company in Florida.

1. LLC Application
2. Certificate of Designation of Registered Agent
3. Current Certificate of Existence
4. Check for \$130.00 for the filing fee, registered agent designation and a certificate of status.

Please send the certificate of status to me at the address below.

Thank you very much for your assistance.

Sincerely,



Karrin Hopper
Controller

Enclosures

FILED
02 SEP 10 AM 10:08
TALLAHASSEE, FLORIDA



APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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. Kelley Fleet Services LLC
(Name of foreign limited liability company)

2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 94-3339173
(FEI number, if applicable)

4. 7/09/1999
(Date of Organization)

5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")

6. 8/30/02
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 23832 Rockfield Blvd, Ste. 165
Lake Forest, CA 92630
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:
Donald C. Kelley
23832 Rockfield Blvd, Ste. 165
Lake Forest, CA 92630

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FBI
COMMUNITY OF SAN
MATEO COUNTY
CALIFORNIA

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Contract fleet maintenance

Donald C. Kelley
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.)
Donald C. Kelley
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 name of the Limited Liability Company is:

Kelley Fleet Services LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company
(Name)

1201 Hays Street
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301
(City/State/Zip)

FILED
02 SEP 10 AM 10:08
TALLAHASSEE, FLORIDA

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.

Tom J. Saunders
(Signature)

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

Delaware

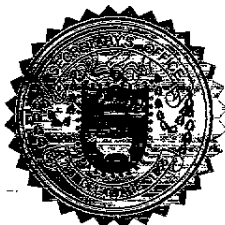
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KELLEY FLEET SERVICES LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF AUGUST, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "KELLEY FLEET SERVICES LLC" WAS FORMED ON THE NINTH DAY OF JULY, A.D. 1999.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1962197

DATE: 08-30-02