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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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25 March 2003

Florida Secretary of State
Division of Corporations
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Tallahassee, FL 32399

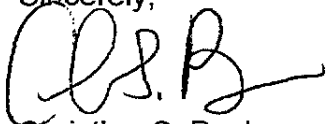
**RE: APPLICATION FOR CERTIFICATE OF AUTHORITY FOR
BARRETT-JACKSON US LLC**

To Whom It May Concern:

Please find enclosed the Application for Certificate of Authority (in duplicate) for the above referenced entity, along with the Certificate of Good Standing from Delaware and our check in the amount of **\$125.00** to cover the fees for filing. Please file this Application and return the file-stamped copy to us using the enclosed pre-filled FedEx label.

If you have any questions concerning this request, please do not hesitate to contact me. Thank you in advance for cooperation and assistance.

Sincerely,


Christina S. Buchanan

:csb
Enclosures

(cc:\letters\flagent2.ltr)

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

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SECRETARY OF STATE
TALLAHASSEE, 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:

ARTICLE I - Name:

The name of the foreign limited liability company is: **Barrett-Jackson US LLC.**

ARTICLE II - Jurisdiction:

The jurisdiction under the law of which the foreign limited liability company is organized is Delaware.

ARTICLE III - Jurisdiction:

The Federal Employer Identification Number of this company is 03-0494140.

ARTICLE IV - Date of Organization:

The date of organization of the foreign limited liability company is: November 20, 2002.

ARTICLE V - Duration:

The duration of the limited liability shall be perpetual.

ARTICLE VI - Business in Florida:

The date the limited liability company first transacted business in Florida is upon filing.

ARTICLE VII- Principal Office:

The address of the principal office of the limited liability company is: 3020 N. Scottsdale Road, Scottsdale, AZ 85251.

ARTICLE VIII - Management:

The limited liability company is a manager-managed company and the name and address of the company's manager is: Craig H. Jackson, 3020 N. Scottsdale Road, Scottsdale, AZ 85251.

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ARTICLE IX:

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.)

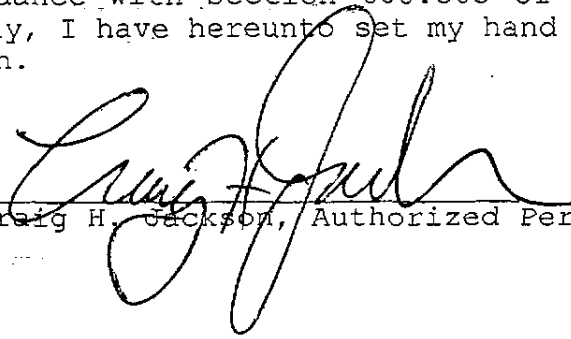
ARTICLE X - Purpose:

The purpose for which the corporation is organized is: Classic auto sales.

ARTICLE XI - Initial Registered Agent and Address:

The name and address of the initial registered agent is: Ard, Shirley, & Hartman, P.A., 207 West Park Avenue, Suite B, Tallahassee, FL 32301.

IN WITNESS WHEREOF, I, Craig H. Jackson, being fully authorized to execute and file this document, do make this Application by Foreign Limited Liability Company, acknowledging under the penalties of perjury, hereby declaring and certifying that this Instrument is my act and deed and the facts herein are true, pursuant to and in accordance with Section 608.503 of the Florida Statutes, and accordingly, I have hereunto set my hand the day and year first above written.


Craig H. Jackson, Authorized Person

Date: March 19, 2003

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, we hereby accept the appointment as registered agent and agree to act in this capacity.

We further agree to comply with the provisions of all statutes relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as registered agent as provided for in Chapter 608, F.S.

Ard, Shirley, & Hartman, P.A.

By:


SAMUEL J. ARD

DATE: March 19, 2003

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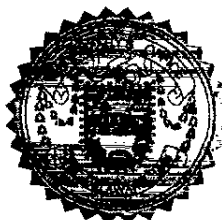
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TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "BARRETT-JACKSON US 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 TWENTY-FIFTH DAY OF MARCH, A.D. 2003.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3593583 8300

AUTHENTICATION: 2329086

030198052

DATE: 03-25-03