

MD600002057

Division of Corporations

Florida Department of State

Division of Corporations

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TALLAHASSEE, FLORIDA

To:

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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.**

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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
PALM AUTO PLAZA, LLC**

Certificate of Status	0
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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE AMENDMENT TO CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN FLORIDA

SECTION I (1-4 must be completed)

1. Name of limited liability Company as it appears on the records of the Florida Department of

State: Palin Auto Plaza, LLC

Enter new principal office address, if applicable: 200 South Congress

(Principal office address

MUST BE A STREET ADDRESS)

West Palm Beach, FL 33406

Enter new mailing address, if applicable: _____

(Mailing address

MAY BE A POST OFFICE BOX)

2. The Florida document number of this limited liability company is: M06000002057

3. Jurisdiction of its organization: Delaware

4. Date authorized to do business in Florida: 4/11/2006

SECTION II (5-9 complete only the applicable changes)

5. New name of the limited liability company: _____
(must contain "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must contain "Limited Liability Company," "L.L.C." or "LLC.")

6. If amending the registered agent and/or registered officer address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent: _____

New Registered Office Address: _____

Enter Florida Street Address

_____, Florida _____
City Zip Code

New Registered Agent's Signature, if changing Registered Agent:

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 as provided for in Chapter 605, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

If Changing Registered Agent, Signature of New Registered Agent

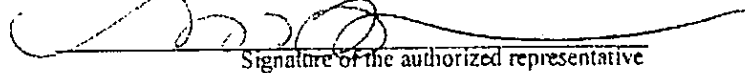
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7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. If the amendment changes person, title or capacity in accordance with 605.0902 (1)(c), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
Member	Penske Automotive Group, Inc.	2555 Telegraph Rd.	<input checked="" type="checkbox"/> Add
		Bloomfield Hills, MI 48302	<input type="checkbox"/> Remove
President	Wayne Levitzki	2555 Telegraph Rd.	<input checked="" type="checkbox"/> Add
		Bloomfield Hills, MI 48302	<input type="checkbox"/> Remove
Secretary	Anthony Sciorilli	2555 Telegraph Rd.	<input checked="" type="checkbox"/> Add
		Bloomfield Hills, MI 48302	<input type="checkbox"/> Remove
Treasurer	Anthony Sciorilli	2555 Telegraph Rd.	<input checked="" type="checkbox"/> Add
		Bloomfield Hills, MI 48302	<input type="checkbox"/> Remove
	See attached Exhibit A		<input type="checkbox"/> Add
			<input type="checkbox"/> Remove

9. Attached is a certificate, if required: no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.


Signature of the authorized representative

Maggie Feher, Assistant Secretary

Typed or printed name of signee

Filing Fee: \$25.00

Exhibit A –

Vice President	Joseph M. Ziniti 2555 Telegraph Rd. Bloomfield Hills, MI 48302	X ADD
Assistant Secretary	Maggie Feher 2555 Telegraph Rd. Bloomfield Hills, MI 48302	X ADD
Assistant Secretary	Robert H. Kurnick, Jr. 2555 Telegraph Rd. Bloomfield Hills, MI 48302	X ADD
Assistant Treasurer	Shelley Hulgrave 2555 Telegraph Rd. Bloomfield Hills, MI 48302	X ADD