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ORPORATION SERVICE COMPANY			
^	ACCOUNT NO.	:	072100000032
	REFERENCE	:	069595 757

AUTHORIZATION : Special Cost Limit : \$125.00

ORDER DATE: August 24, 2007

ORDER TIME : 3:46 PM

ORDER NO. : 069595-010

CUSTOMER NO: 7575681

FOREIGN FILINGS

NAME: LEMONS CARMAX FLORIDA, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Joyce Markley -- EXT# 2930

EXAMINER:

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

	MPLIANCE WITH SECTION 608.503, FLORIDA STATUTES; ED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE ST		GISTER A FOREIGN
, LE	MONS CARMAX FLORIDA, LLC	•	型器 三
1.	(Name of Foreign Limited Lia	bility Company)	152 G
2. DE	LAWARE 3.		표를 2
(Jur	sdiction under the law of which foreign limited liability pany is organized)	(FEI number, if applicable)	300 E
4. 08	/24/2007 5.	PERPETUAL	
_	(Date of Organization)	(Duration: Year limited liability company exist or "perpetual")	will cease to
6. U	PON FILING		S. S.
	(Date first transacted business in Flori (See sections 608.501 & 608.502 F.S. to	da, if prior to registration.) determine penalty liability)	
7	71 METGE AVENUE NW		-
A	LBANY, OR 97321-9355		
·	(Street Address of	Principal Office)	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
8. If	limited liability company is a manager-managed co	ompany, check here	
9. Th	e name and usual business addresses of the manag	ring members or managers are as follo	ows:
	/ira j. Lemons		
5	871 METGE AVENUE NW		
A	LBANY, OR 97321-9355		
the juri	tached is an original certificate of existence, no more than 90 day isdiction under the law of which it is organized. (A photocopy is tion of the certificate under eath of the translator must be submit	s not acceptable. If the certificate is in a foreign	
11. 1	Nature of business or purposes to be conducted or p	promoted in Florida:	
RI	HAL ESTATE INVESTMENT		
بر مناسب	Laurie Free	· ·	
	Signature of a member or an auth	orized representative of a member.	·
	(In accordance with section 608.408(3), F.S. an affirmation under the penalties of perjury		
	LAURIE TRICE	A London and a supplier of commencing space (C10) 200 to 10 (Mpc)	
	Typed or printed n	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:

LEMONS CAL	RMAX FLORIDA, LLC		
2. The name	and the Florida street addre	ss of the registered agent and o	ffice are:
	Corporation Service Compar	ny	
		(Name)	
	1201 Hays Street		
	Plorida Street /	Address (P.O. Box <u>NOT</u> ACCEPTABLE)
	Tallahassee	FL 32301	
		City/State/Zip	
liability comp agent and ago relating to the obligations of	any at the place designated it ee to act in this capacity. I fit proper and complete perfor	ed to accept service of process fon this certificate, I hereby accept with the parties of my duties, and I am far ent as provided for in Chapter 6	the appointment as registered provisions of all statutes miliar with and accept the

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

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LEMONS CARMAX FLORIDA, 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-FOURTH DAY OF AUGUST, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "LEMONS CARMAX FLORIDA, LLC" WAS FORMED ON THE TWENTY-FOURTH DAY OF AUGUST, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

4412601 8300 070**954**088



Harriet Smith Hindren

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5951867

DATE: 08-24-07