

CT CORPORATION SYSTEM

1147000000059

1201 Peachtree Street, NE
Atlanta, GA 30361
Tel 404 888 6494
Fax 404 888 6498

February 6, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

800002082648--5
-02/10/97--01070--002
****140.00 ****140.00

Re: Automotive Capital Company, LLC
(Registration of Foreign LLC)
Order #: 716095

Counsel:

Gentlemen:

As requested by counsel, we enclose for filing
Registration of Foreign LLC on behalf of this
corporation, together with funds in payment of the
required fees. This document should be filed as soon as
possible.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing
cannot be effected promptly, please notify this office of
the details by calling our toll-free number: (800) 241-
8922.

Very truly yours,

John J. Masters
Sr. Customer Specialist

JJM/jjm

Enclosures

Special Instructions:

1147-59

Name	OR 2-4
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

**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. Automotive Capital Company LLC
(Name of foreign limited liability company must end with the words "limited company" or their
abbreviation "L.C." if not so contained in the name at present.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability
company is organized)
3. 63-1178869
(FEI number, if applicable)
4. June 27, 1996
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist
or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida.)
7. 2700 Hwy 280 East, Suite 10E
Birmingham, Alabama 35223
(Street address of principal office)
8. C T CORPORATION SYSTEM
(Name of the registered agent of foreign limited liability company)
9. c/o C T CORPORATION SYSTEM, 1200 South Pine Island Road,
Plantation, Florida 33324
(Florida registered office address)
10. Name(s), title, and business address(es) of managing member(s) [MGRM] or manager(s) [MGR] who
will manage the foreign limited liability company in Florida: (attach additional page if necessary)

See 1 in Addendum

FILED
JUN 27 1996
CLERK OF CIRCUIT COURT
IN AND FOR
THE COUNTY OF
DADE, FLORIDA

1-21-97
(Date)

(Signature of a Member or Authorized Representative of a member)

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated foreign limited liability company at the place designated in this certificate pursuant to the provisions of section 608.507, Florida Statutes, 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.

CT Corporation System
By: _____
(Signature)
John J. Masters
(Type Name of Officer)
Asst. Secy.
(Title of Officer)

2/5/97
(Date)

FILED
FEB 19 11 09 25
NOTARY PUBLIC

Addendum

1. Name and title:

Terry W. Humphries, President & Manager

Address: 2700 Hwy 280 East, Suite 10E, Birmingham, Alabama 35223

Name and title:

Douglas V. Oaks, Vice President & Manager


Address: 2700 Hwy 280 East, Suite 10E, Birmingham, Alabama 35223

FILED
07 FEB 10 AM 9:25
SECRETARY OF STATE
BIRMINGHAM, AL

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF FOREIGN LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Automotive
Capital Company LLC deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 1,000,000 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ - 0 - . This cash total includes amounts from 2 and 3 above.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 1,000,000 This total includes amounts from 2 and 3 above.



President

Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

FILED
27 FEB 19 AM 9:25
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA