

**M97000000357**  
USAUTO FINANCE

Toll Free: 888-723-8723 Local: 410-740-6900 Fax: 410-715-1360  
Columbia, Maryland

Sunday, June 1, 1997

TO : Registration Section, Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

FROM : Les Cohen

RE : Registration of a Foreign LLC in Florida

6000002219546--9  
-06/23/97--01061--010  
\*\*\*\*145.00 \*\*\*\*145.00

Please note the enclosed materials as requested by your instructions to register a foreign limited liability company to transact business in Florida.

This package includes:

1. One "Application by Foreign Limited Liability Company..."
2. One "Affidavit of Membership and Contributions..."
3. One "Certificate of Designation..."
4. One original certificate of existence from the Maryland State Department of Assessments and Taxation
5. One check for \$140.00, covering the total fees due for filing (\$52.50), for an "Affidavit of Membership and Contributions" (\$52.50), and for the designation of a registered agent (\$35.00).

Please return your letter of acknowledgement to USAUTO FINANCE, 4609 Manorhill Lane, Ellicott City, Maryland 21043. Our fax number at this address is 410-715-1360.

Thank you very much for your assistance.



Les Cohen, CEO

Enclosures (4 pages, plus a check for \$140.00)  
:RS060197

6000002219546--9  
-06/23/97--01061--010  
\*\*\*\*145.00 \*\*\*\*145.00

FILED  
97 JUN 18 AM 10:54  
TALLAHASSEE, FL  
FBI



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

June 9, 1997

USAUTO FINANCE  
4609 MANORHILL LANE  
ELLICOTT CITY, MD 21043

SUBJECT: USAUTO FINANCE, LLC  
Ref. Number: W97000013474

FILED  
97 JUN 18 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for USAUTO FINANCE, LLC and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the name, title, and business address of each managing member or manager who will manage the foreign limited liability company in the state of Florida. Please insert "MGRM" in the title portion for each managing member and "MGR" in the title portion for each manager.

Effective April 23, 1997, the fees to qualify a foreign limited liability company total \$285.00 and breakdown as follows: \$250.00 filing fee for the application and affidavit and \$35 registered agent designation fee. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

There is a balance due of \$145.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6025.

Cathy A Mitchell  
Corporate Specialist

Letter Number: 097A00031007

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. USAUTO FINANCE, 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. MARYLAND 3. 59-396187  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. JUNE 24, 1996 5. PERPETUAL  
(Date of Organization) (Duration: Year limited liability company will  
cease to exist or "perpetual")
6. JUNE 1, 1997  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 4609 MANDARHILL LANE  
ELLICOTT CITY, MD 21042  
(Street address of principal office)

FILED  
97 JUN 18 AM 10:54

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who  
will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
MGRM 1. <u>LES COHEN</u>	<u>CEO/MGRM</u>		
<u>4609 MANDARHILL LANE</u>			
<u>ELLICOTT CITY, MD 21042</u>			
MGR 2. <u>DENNIS SIMON</u>	<u>VP/MGR</u>		
<u>275B SOUTH 4TH ST.</u>			
<u>COCOA BEACH, FL 32931</u>			

**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

USAUTO FINANCE, LLC

2. The name and address of the registered agent and office is:

DENNIS SIMON

(Name)

275B SOUTH 4TH ST.

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

COCOA BEACH, FL 32931

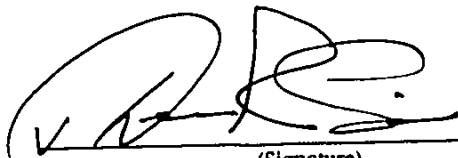
(City/State/Zip)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 JUN 18 AM 10:54

FILED

*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.*



(Signature)

✓ 6/3/97

(Date)


**Filing Fee: \$ 35 for Designation of Registered Agent**

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

FILED  
97 JUN 18 AM 10:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned member or authorized representative of a member of \_\_\_\_\_  
USAUTO FINANCE, LLC deposes and says:

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

  
\_\_\_\_\_  
**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.)

# STATE OF MARYLAND

525004

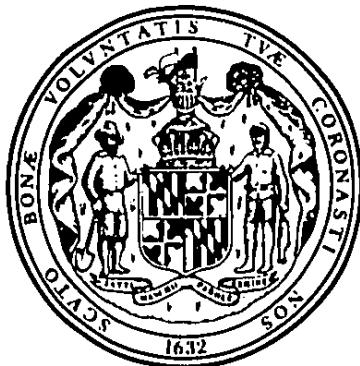
## STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, JACQUELINE C JAMES OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE, RELATING TO LIMITED LIABILITY COMPANIES OR THE RIGHT OF LIMITED LIABILITY COMPANIES TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT USAUTO FINANCE, LLC IS A LIMITED LIABILITY COMPANY EXISTING UNDER AND BY VIRTUE OF THE LAWS OF THE STATE OF MARYLAND AND THAT SAID LIMITED LIABILITY COMPANY IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING TO TRANSACT BUSINESS.

FILED  
97 JUN 18 AM 10:54  
TALLAHASSEE, FLORIDA



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 11TH DAY OF APRIL, 1997.

*Jacqueline C. James*  
JACQUELINE C JAMES  
OFFICE SUPERVISOR