

Document Number Only

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CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

Asbury Automotive Tampa GP L.L.C., LLC.

900002516269--5
-05/07/98--01104--014
****145.00 ****145.00
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****145.00 ****145.00
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-05/07/98--01104--015
****105.00 ****105.00

900002516269--5
-05/07/98--01104--016
****35.00 ****35.00

- ☐ Profit
☐ NonProfit
☒ Limited Liability Co.
☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

- ☐ Limited Partnership
☐ Reinstatement

☐ Annual Report
☐ Name Registration
☐ Fictitious Name

☐ Other
☐ Change of R.A.
☐ UCC

☐ Certified Copy

☐ Photo Copies

☐ CUS

- ☐ Call When Ready
☒ Walk In
☐ Mail Out

☐ Call if Problem
☐ Will Wait

☐ After 4:30
☒ Pick Up

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

07
MAY 06 1998

Thanks,
Jeff

File First

5/7/98

**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. Asbury Automotive Tampa GP L.L.C.
(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. 13-3990508
(FEI number, if applicable)
4. December 18, 1997
(Date of Organization)
5. December 31, 2096
(Duration: Year limited liability company will cease to exist or "perpetual")
6. N/A UPON QUALIFICATION
(Date first transacted business in Florida. (See Sections 608.501, 608.502 and 817.155, F.S.))
7. c/o Ripplewood Holdings L.L.C., 1 Rockefeller
Plaza, 32nd Floor, New York, NY 10020
(Street address of principal office)
8. List and indicate in title space provided the name, title, and business address of each managing member [MGRM] or manager [MGR]. It is not necessary to list members.
(attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

Asbury Villanova L.L.C.

MGRM
Sole Member

c/o Ripplewood Holdings L.L.C.

1 Rockefeller Plaza, 32nd Floor

New York, NY 10020

Filing Fee: \$ 52.50 for Application

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -7 PM 3:54

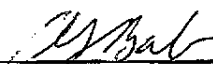
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Asbury

Automotive Tampa GP L.L.C.

deposes and says:

- 1) the above named limited liability company has at least ^{one} ~~two~~ members.
- 2) the total amount of cash contributed by the member(s) is \$ 100.00.
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 00.00. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 100.00. This total includes amounts from 2 and 3 above.



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.)

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Filing Fee: \$52.50 for Affidavit

**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: Asbury Automotive
Tampa GP L.L.C.

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

C T CORPORATION SYSTEM
(Name)
c/o C T CORPORATION, 1200 South Pine Island Road,
(P.O. Box not acceptable)
Plantation, Florida 33324
(City/State/Zip)

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SECRETARY OF CORPORATIONS
98 MAY -7 PM 3:54

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.

C T CORPORATION SYSTEM

 5/5/98
(Signature) (Date)
Kim Gilbertson, Assistant Secretary

FILING FEE: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ASBURY AUTOMOTIVE TAMPA GP L.L.C." 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 SIXTH DAY OF MAY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -7 PM 3:54



Edward J. Freel

Edward J. Freel, Secretary of State

2835280 8300

981173349

AUTHENTICATION:

9065322

DATE:

05-06-98