

1198000000456

Key Corporate Services, Inc.
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New York, NY 10001

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Internet Address: theresa350@aol.com

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May 17, 2002

Secretary of State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-05/30/02--01002--003
1455.00 **25.00

RE: Asbury Jax Management L.L.C. et al
Change of Registered Agent

ASBURY
AUTOMOTIVE
TAMPA GP, LLC

Dear Sir/Madam:

1198-456

Enclosed please find Statement of change of Registered Office or Registered Agent or Both for Limited Liability Company, Corporations and Limited Partnerships on behalf of all the entities on the attached list.

Please file the attached and return a filed-stamped copy to the attention of the undersigned at the above address.

If there are any problems, please contact the undersigned immediately at the following toll-free number 888-336-3926.

Thanking you in advance for your prompt attention to this matter.

Sincerely yours,

Theresa Festa

Theresa Festa
Senior Corporate Specialist

CHECK # 14970 - AMOUNT 1,455.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAY 29 AM 9:59
11/6

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR
BOTH FOR LIMITED LIABILITY COMPANY**

Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the limited liability company is: ASBURY AUTOMOTIVE TAMPA GP L.L.C.

2. The mailing address of the limited liability company is : _____

4636 N. Dale Mabry Hwy., Tampa, FL 33614

5/7/98

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3. Date of filing/registration in Florida

4. Document number

5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

CT CORPORATION SYSTEM

Name

1200 South Pine Island Road

Address

Plantation, FL 33324

City, State and Zip

6. The name and address of the new registered agent and/or office:

NRAI Services, Inc.

Name

526 E. Park Avenue

Florida street address (P.O. Box NOT acceptable)

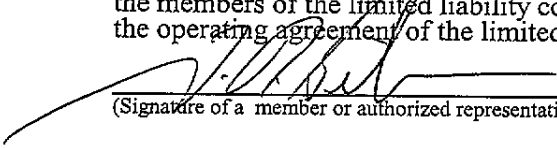
Tallahassee

FL 32301

City, State and Zip

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAY 29 AM 9:59

If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the members of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.

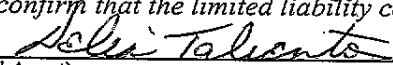

(Signature of a member or authorized representative of a member)

Thomas R. Gibson

(Printed or typed name of signee)

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 608, 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.

NRAI Services, Inc.


(Signature of Registered Agent)

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314