

9800000600

ENVELOPE & DIRECT MAIL SERVICES

To whom it may concern,

I have enclosed a check for 346<sup>25</sup> for registration to transact business in Florida, and certified copy and Cert. of status. Please forward the certificate to:

10750B Endeavour Way  
Largo, FL 33777

CM

Thank you for your attention to this matter.

10th

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\*\*\*346.25 \*\*\*346.25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 JUN 10 PM 12:17

FILED



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

June 3, 1998

AMG  
10750B ENDEAVOUR WAY  
LARGO, FL 33777

SUBJECT: AMG, LTD. LLC  
Ref. Number: W98000009575

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 JUN 10 PM 12:17

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We have received your document for AMG, LTD. LLC and your check(s) totaling \$346.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

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 (850) 487-6025.

Cathy A Mitchell  
Corporate Specialist

Letter Number: 898A00031281



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

April 29, 1998

AMG  
10750B ENDEAVOUR WAY  
LARGO, FL 33777

SUBJECT: AMG, LTD. LLC  
Ref. Number: W98000009575

FILED  
98 JUN 10 PM 12:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for AMG, LTD. LLC and your check(s) totaling \$346.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

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 (850) 487-6025.

Cathy A Mitchell  
Corporate Specialist

Letter Number: 698A00023227

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

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Automotive Marketing Group, LTD, 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. Nevada  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 59-349845Z  
(FEI number, if applicable)
4. 12-10-97  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 1-20-98  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 10750B Endeavour Way  
Largo, FL 33777  
(Street address of principal office)
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:

Carolyn Smith Member

~~1060~~ 1060 6th Blvd.

Bellaire Shores, FL 33786

Jared Gabay MGRM

1943 Calumet St.

Clearwater, FL 33765

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

**CERTIFIED COPY OF RESOLUTION**

FILED  
98 JUN 10 PM 12:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, JARED GABAY, do hereby certify unto whom it may concern, as follows:

1. That AMG, LTD., (hereinafter called LLC), is a Nevada limited liability company, and I am its Managing Member.

2. That at a special meeting of the Members of the LLC held on June 8, 1998, the following resolution was unanimously adopted by the Members of the LLC; to-wit:

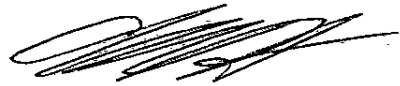
BE IT RESOLVED by the Members of AMG, LTD. as follows:

That this LLC shall adopt the following name in order for the limited liability company to be registered in the State of Florida:

**Automotive Marketing Group, LTD., L.L.C.**

3. The said resolution is outstanding and of full force and effect and has not been modified or amended in any particular.

IN WITNESS WHEREOF, I have hereunto set my hand this 8th day of June, 1998.

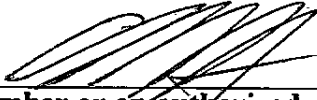


Jared Gabay / Managing Member

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

The undersigned member or authorized representative of a member of AMG, Ltd LLC  
\_\_\_\_\_ certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 250,000.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$  $\phi$ ;  
(A description of the property is attached and made a part hereto.)  
and
- 4) the total amount of cash and property contributed and anticipated to be contributed  
by member(s) is \$ 250,000  
(This total includes amounts from 2 and 3 above.)

  
\_\_\_\_\_  
**Signature of a member or an 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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98 JUN 10 PM 12:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Tara Gabay

Typed or printed name of signee

**Filing Fee: \$250.00 for Application and 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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

AMG, Ltd. LLC

2. The name and the Florida street address of the registered agent and office are:

Jared Gabary  
(Name)

10750 B Endeavour Way  
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Largo FL 33777  
City/State/Zip

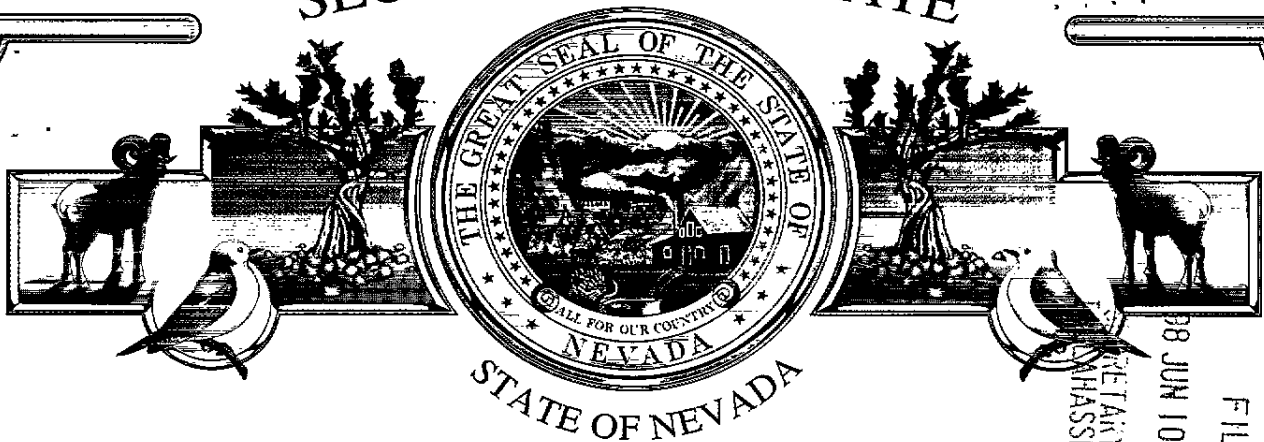
FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*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)

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

# SECRETARY OF STATE



## CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

FILED  
88 JUN 10 PM 12:18  
SECRETARY OF STATE  
TAMMASEE, FLORIDA

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **AMG, LTD.**, as a limited liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since December 10, 1997, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand  
and affixed the Great Seal of State, at my office, in  
Carson City, Nevada, on February 17, 1998.



*Dean Heller*  
Secretary of State

By

*J. H. Murrell*  
Certification Clerk