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LAW OFFICES OF
KLEINBARD, BELL & BRECKER LLP

1900 MARKET STREET/SUITE 700
PHILADELPHIA, PENNSYLVANIA 19103

(215) 568-2000

- PAUL E. BOMZE
- MURRAY I. BLACKMAN
- HOWARD J. DAVIS
- STEVEN R. WAXMAN
- STEVEN J. ENGELMYER***
- DAVID L. HYMAN*
- IMOGENE E. HUGHES
- JOHN P. HICKEY
- JAY R. GOLDSTEIN
- RALPH J. MAURO*
- THOMAS H. SPERANZA*
- LISA E. BRODY**
- MARY V. SLINKARD*
- MICHAEL A. FRATTONE
- BENJAMIN C. GRAFF‡

FACSIMILE
(215) 568-0140

E-MAIL
KLEINBARD@AOL.COM

NEW JERSEY OFFICE
SUITE 745
1040 NORTH KINGS HIGHWAY
CHERRY HILL, NJ 08034
(609) 667-1700
FACSIMILE
(609) 782-1133

ARTHUR S. KEYSER
COUNSEL TO THE FIRM

JOSEPH BELL
OF COUNSEL

JOSEPH S. KLEINBARD
(1905-1994)

ROBERT JOHN BRECKER
(1916-1996)

DIRECT DIAL

- *ALSO MEMBER OF NJ BAR
- **ALSO MEMBER OF NY BAR
- ***ALSO MEMBER OF NJ AND DC BARS
- ‡MEMBER OF NY BAR ONLY

July 13, 1998

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Federal Express

Secretary of State
Corporation Bureau
409 East Gaines Street
Tallahassee, FL 32399

Re: Golden Glades Automotive, L.L.C.

Gentlemen:

Enclosed please find for filing with your office an original and one copy of the following documents:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida along with a check in the amount of \$285.

2. Application for Registration of the Fictitious Name Potamkin Toyota along with a check in the amount of \$50.

3. Application for Registration of the Fictitious Name North Miami Leasing along with a check in the amount of \$50.

4. Application for Registration of the Fictitious Name South Beach Leasing along with a check in the amount of \$50.

Name Availability	
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

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KLEINBARD, BELL & BRECKER LLP

Secretary of State
July 13, 1998
Page 2

Please return documents to the undersigned in the enclosed Federal Express envelope.
Thank you for your assistance in this matter.

Very truly yours,


LISA E. GARLATTI
Legal Assistant

/hs

Enclosures

cc: John P. Hickey, Esq.
David Yusko

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MICHAEL A. FRATTONE
BENJAMIN C. GRAFF‡

FACSIMILE
(215) 568-0140

E-MAIL
KLEINBARD@AOL.COM

July 15, 1998

NEW JERSEY OFFICE
SUITE 745
1040 NORTH KINGS HIGHWAY
CHERRY HILL, NJ 08034
(609) 667-1700
FACSIMILE
(609) 782-1133

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FEDERAL EXPRESS

Secretary of State
Corporation Bureau
409 East Gaines Street
Tallahassee, FL 32399
Attn: Diane Cushing

Re: **Golden Glades Automotive, L.L.C.**

Dear Diane:

To supplement my letter of July 13, 1998, I have enclosed a good standing certificate for Golden Glades Automotive, L.L.C.

Thank you for your assistance in this matter. If you have any questions please feel free to call me at 215-496-7250.

Very truly yours,



LISA E. GARLATTI
Legal Assistant

/hs

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. Golden Glades Automotive, 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. 52-2108280
(FEI number, if applicable)

4. 07/02/98
(Date of Organization)

5. Perpetual
(Duration: Year limited liability company
will cease to exist or "perpetual")

6. June 15, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.115, F.S.)

7. 19390 N.W 2nd Avenue, Miami, FL 33169

(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:

Gold Coast Auto Mall, Inc.
3191 Coral Gables Way
Suite 1005
Coral Gables, FL 33145 MGRM

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.)

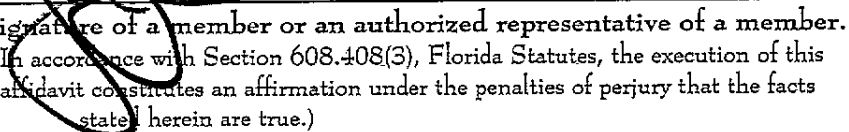
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of Golden Glades Automotive, L.L.C. certifies:

- 1) the above named limited liability company has one member;
 - 2) the total amount of cash contributed by the member(s) is \$500.00;
 - 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 as a part hereto.) \$ _____;
- and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 500.00.
(This total includes amounts from 2 and 3 above.)

Golden Glades Automotive, L.L.C.
By: Gold Coast Auto Mall, Inc., its manager



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.)

Joseph Herman, C.O.O.

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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**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:

Golden Glades Automotive, L.L.C.

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

David Yusko

(name)

3191 Coral Gables Way, Suite 1005

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

Coral Gables, FL 33145

City/State/Zip

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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

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GOLDEN GLADES AUTOMOTIVE, 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 EIGHTH DAY OF JULY, A.D. 1998.

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98 JUL 16 PM 3:24



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9185255

DATE: 07-08-98