



THE UNITED STATES
CORPORATION
COMPANY

M98000001087

ACCOUNT NO. : 072100000032

REFERENCE : 969133 7130371

AUTHORIZATION : Patricia Pugh

COST LIMIT : \$ 285.00

ORDER DATE : September 21, 1998

ORDER TIME : 12:26 PM

ORDER NO. : 969133-010

CUSTOMER NO: 7130371

CUSTOMER: Rebecca Mitchell, Legal Asst
Carmax Auto Super Store
4900 Cox Road, 2nd Floor

100002648291--8

Glen Allen, VA 23060-3314

FOREIGN FILINGS

NAME: CARMAX SALES, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 24 PM 4:05

RECEIVED
98 SEP 24 PM 1:07
DIVISION OF CORPORATION

File Second

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 24 PM 4:06

**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. CarMax Sales, LLC

(Name of foreign limited liability company)

2. Georgia

(Jurisdiction under the law of which foreign limited liability
company is organized)

3. pending

(FEI number, if applicable)

4. September 18, 1998

(Date of Organization)

5. December 31, 2028

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

6. Upon qualification

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 225 Chastain Meadows Court

Kennesaw, Georgia 30144

(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:

CarMax SPC, Inc.

MGR

225 Chastain Meadows Court

Kennesaw, Georgia 30144

Ex-10004386

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 SEP 24 PM 4: 05

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:

CarMax Sales, LLC

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

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee, FL 32301

City/State/Zip

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.

By: Patricia Pizitz

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

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98 SEP 24 PM 4:05

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

The undersigned member or authorized representative of a member of CarMax SPC, Inc.

_____certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 10,000.00 ;

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 a part hereto.)
and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 10,000.00 .
(This total includes amounts from 2 and 3 above.)

CarMax SPC, Inc.
Manager

By:



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.)

Philip J. Dunn, Assistant Secretary

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 982610242
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DATE INC/AUTH/FILED: 09/18/1998
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98 SEP 24 PM 4:05

PETER E. KANE
MCGUIRE WOODS BATTLE & BOOTHE LLP
901 EAST CARY STREET
RICHMOND, VA 23219

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

CARMAX SALES, LLC
A GEORGIA LIMITED LIABILITY COMPANY

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Lewis A. Massey

Lewis A. Massey
Secretary of State