



THE UNITED STATES
CORPORATION
COMPANY

M98000001306

ACCOUNT NO. : 072100000032

REFERENCE : 955713 7107477

AUTHORIZATION :

COST LIMIT : \$ 293.75

ORDER DATE : September 9, 1998

ORDER TIME : 3:18 PM

ORDER NO. : 955713-040

CUSTOMER NO: 7107477

CUSTOMER: Ms. Margaret R. Roberts
Wilmer Cutler & Pickering
13th Floor
100 Light Street
Baltimore, MD 21202

700002647707--8

FOREIGN FILINGS

NAME: CAR CLEARWATER L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
____ PLAIN STAMPED COPY
XX_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -5 PM 4:50

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

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The undersigned member or authorized representative of a member of CAR Clearwater L.L.C.
_____ 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 \$8,640,000 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0 ;
(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 \$8,640,000 .
(This total includes amounts from 2 and 3 above.)

BY: CAPITAL AUTOMOTIVE L.P., Sole Member

BY: CAPITAL AUTOMOTIVE REIT, General Partner

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.)

DAVID S. KAY

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.

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1. The name of the Limited Liability Company is:

CAR Clearwater L.L.C.

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: Laura R. Duns

(Signature)

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 "CAR CLEARWATER 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 EIGHTEENTH DAY OF SEPTEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
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98 NOV -5 PM 4:51

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9308907
09-18-98

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: