

Document Number Only

M98000001579

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 222-1092

City State Zip Phone

200002721482--2

-12/24/00-01007-008

****285.00 ****285.00

CORPORATION(S) NAME

Cook-Whitehead Ford, LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 DEC 24 AM 9:25

Profit

NonProfit

Amendment

Merger

Limited Liability Company

Foreign

Dissolution/Withdrawal

Mark

Limited Partnership

Annual Report

Other UCC-1 / UCC-3

Reinstatement

Reservation

Change of R.A.

Limited Liability Partnership

Fictitious Name

Certified Copy

Photo Copies

CUS

Call When Ready

Call if Problem

After 4:30

Walk In

Will Wait

Pick Up

Mail Out

Name
Availability

Document
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

12/24

MAS/59

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED
THANKS

CONNIE

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. Cook-Whitehead Ford, LLC

(Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.)

2. Delaware

3. Applied For
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. December 21, 1998

(Date of Organization)

5. Perpetual

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

6. December 21, 1998

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

7. 110 SE 6th Street Fort Lauderdale, FL 33301

(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:

James O. Cole

MGR

110 SE 6th Street Fort

Lauderdale, FL 33301

Thomas W. Hawkins

MGR

Lauderdale, FL 33301

110 SE 6th Street Fort

98 DEC 24 AM 9:25
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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 hotocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

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:

Cook-Whitehead Ford, LLC

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

C T CORPORATION SYSTEM

(Name)

1200 South Pine Island Road

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

Plantation FL 33324

(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.

C T CORPORATION SYSTEM

Connie Bryan
SPECIAL ASSISTANT SECRETARY
(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 24 AM 9:25

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of Cook-Whitehead Ford, LLC

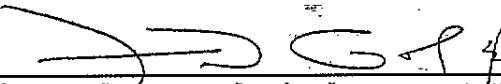
certifies:

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

2) the total amount of cash contributed by the member(s) is \$ 100;

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 \$ 100.
(This total includes amounts from 2 and 3 above.)


Signature of a member or 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.)


James O. Cole
Typed or printed name of signee

98 DEC 24 AM 9:25
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Filing Fee: \$250.00 for Application and Affidavit

**CONSENT ACTION
BY THE BOARD OF DIRECTORS OF
COOK-WHITEHEAD FORD, INC.**

The undersigned, being all of the members of the Board of Directors of Cook-Whitehead Ford, Inc., a Florida corporation (the "Corporation"), do hereby waive all formal requirements, including the necessity of holding a formal or informal meeting and any requirements for notice; and do hereby consent in writing to the adoption of the following resolutions, taking said actions in lieu of a meeting of the Board of Directors.

WHEREAS, the Corporation desires to merge (the "Merger") into Cook-Whitehead Ford, LLC, a Delaware limited liability company (the "LLC"); and

WHEREAS, the LLC's name is not available for use in the State of Florida and the Corporation therefore desires to consent to the use of their name by the LLC in the State of Florida; and

WHEREAS, the Merger is slated to take effect on December 31, 1998 and the separate existence of the Corporation shall cease on the effective date of the Merger.

NOW, THEREFORE, BE IT

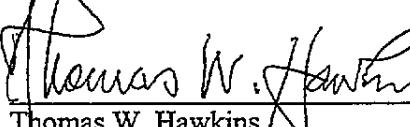
RESOLVED, that the Corporation hereby authorizes and consents to the use of its name by the LLC in the State of Florida; and be it

FURTHER RESOLVED, that to effectuate the preceding resolution, any and all officers of the Corporation be and they hereby are authorized, empowered and directed, in the name of and on behalf of the Corporation, to execute and deliver such agreements, assignments, certificates, documents, and instruments as they deem necessary or appropriate to accomplish the foregoing, all in such form as they shall approve, as evidenced conclusively by their execution thereof.

This consent action is hereby effective as of the 21st day of December, 1998.

IN WITNESS WHEREOF, the undersigned, being all the members of the Board of Directors of this Corporation, have hereunto set their hands and seals for the purposes herein expressed.

DIRECTORS:



Thomas W. Hawkins



James O. Cole

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 "COOK-WHITEHEAD FORD, LLC" 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 TWENTY-SECOND DAY OF DECEMBER, A.D. 1998.

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



Edward J. Freel, Secretary of State



2982369 8300

AUTHENTICATION: 9479804

981495154

DATE: 12-22-98