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Tallahassee, FL 32301 222-1092

City State Zip Phone

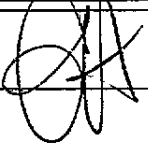
CORPORATION(S) NAME

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-12/24/98--01007--007  
\*\*\*\*285.00 \*\*\*\*285.00

First Team Cadillac - Oldsmobile, LLC

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
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**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. First Team Cadillac-Oldsmobile, 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 5. Perpetual  
 (Date of Organization) (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:
<u>James O. Cole</u>	<u>MGR</u>	_____	_____
<u>110 SE 6th Street Fort</u>		_____	
<u>Lauderdale, FL 33301</u>		_____	
<u>Thomas W. Hawkins</u>	<u>MGR</u>	_____	_____
<u>Lauderdale, FL 33301</u>		_____	
<u>110 SE 6th Street Fort</u>		_____	
_____		_____	
_____		_____	
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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:

First Team Cadillac-Oldsmobile, LLC

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

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(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.*

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Connie Bryan  
(Signature)

**CONNIE BRYAN**  
**SPECIAL ASSISTANT SECRETARY**

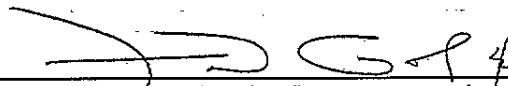
**Filing Fee: \$ 35 for Designation of Registered Agent**

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

The undersigned member or authorized representative of a member of First Team  
Cadillac-Oldsmobile, 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

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**Filing Fee: \$250.00 for Application and Affidavit**

**CONSENT ACTION  
BY THE BOARD OF DIRECTORS OF  
FIRST TEAM MANAGEMENT, INC.**

The undersigned, being all of the members of the Board of Directors of First Team Management, 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 is the sole general partner of First Team Cadillac-Oldsmobile, Ltd., a Florida limited partnership (the "Partnership"); and

**WHEREAS**, the Partnership desires to assign its limited partnership and general partnership interest (the "Assignment") to First Team Cadillac-Oldsmobile, 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 Partnership therefore desires to consent to the use of their name by the LLC in the State of Florida; and

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

**NOW, THEREFORE, BE IT**

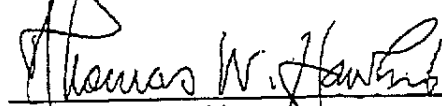
**RESOLVED**, that the Partnership hereby authorizes and consents to the use of its name by the LLC in the State of Florida; and be it

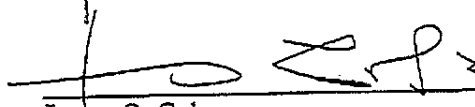
**FURTHER RESOLVED**, that to effectuate the preceding resolution, any and all officers of the Corporation be and they hereby are authorized, empowered and directed, in the name of and on behalf of the Corporation, for itself and as general partner of the Partnership, to execute and deliver such agreements, 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 21<sup>st</sup> 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

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FIRST TEAM CADILLAC-OLDSMOBILE, 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*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9479800

DATE:

12-22-98