

Document Number Only

1990000000004

C T Corporation System.

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

300002727973-3  
-12/31/98--01051--012  
\*\*\*\*285.00 \*\*\*\*285.00

Daniels / Florida Automotive Group, LLC

☐ Profit  
☐ NonProfit

☐ Amendment

☐ Merger

☒ Limited Liability Company

☐ Dissolution/Withdrawal

☐ Mark

☒ Foreign

☐ 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

12/31

PLEASE RETURN EXTRA COPY(S)

FILE STAMPED

THANKS

CONNIE

DIVISION OF CORPORATION

98 DEC 31 PM 12:22

7-000000

98 DEC 31 AM 9:47

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

CR2E031 (1-89)

**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. DANIELS/ FLORIDA AUTOMOTIVE GROUP, LLC  
(Name of foreign limited liability company)
2. DELAWARE  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied For  
(FEI number, if applicable)
4. DECEMBER 23, 1998  
(Date of Organization)
5. PERPETUAL  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. JANUARY 1, 1999  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 3737 NORTH MAIN STREET, GAINESVILLE, FLORIDA 32607  
  
(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>ROLAND DANIELS</u>	<u>MGR.</u>	<u>JAMES CRANER</u>	<u>MGR.</u>
<u>3737 NORTH MAIN STREET</u>		<u>100 SATURN PARKWAY</u>	
<u>GAINESVILLE, FLORIDA 32607</u>		<u>SPRING HILL, TN 37174</u>	
<u>JOHN MINARICK</u>	<u>MGR.</u>		
<u>100 SATURN PARKWAY</u>			
<u>SPRING HILL, TN, 37174</u>			

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 31 AM 9:47

Office of the Secretary of State

---

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DANIELS/FLORIDA AUTOMOTIVE GROUP, 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-THIRD 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

2983941 8300

981499683

AUTHENTICATION:

9485177

DATE:

12-23-98

**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:

DANIELS/ FLORIDA AUTOMOTIVE GROUP, LLC

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

CT CORPORATION SYSTEM

(Name)

c/o CT CORPORATION SYSTEM

1200 SOUTH PINE ISLAND ROAD

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

PLANTATION, FLORIDA 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.*

By: \_\_\_\_\_

*Connie Bryan*

(Signature)

**CONNIE BRYAN  
SPECIAL ASSISTANT SECRETARY**

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

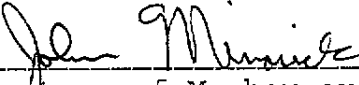
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of Daniels/Florida Automotive Group, 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 \$ 510,000.00;
- 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.) \$ 51,490,000.00;

and

- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$52,000,000.00.  
(This total includes amounts from 2 and 3 above.)

  
\_\_\_\_\_  
Signature of 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.)

John Minarick

ATTACHMENT A TO  
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF  
FOREIGN LIMITED LIABILITY COMPANY

Daniels/Florida Automotive Group, LLC

DESCRIPTION OF PROPERTY

PROPERTY	VALUE
Option to acquire stock of Daniels Saturn, Inc., d/b/a Saturn of Gainesville	\$ 10,000.00
Stock of Saturn Retail of Florida, Inc. and Saturn Retail of South Florida, Inc.	\$51,480,000.00