



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 115988 4303829

AUTHORIZATION : Patricia Kyzek

COST LIMIT : \$ 28.75 293.75 NO

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 29 PM 1:19

ORDER DATE : January 28, 1999

ORDER TIME : 1:48 PM

ORDER NO. : 115988-025

CUSTOMER NO: 4303829

900002759349--1

CUSTOMER: Donna Guihon, Legal Asst  
Shaw, Pittman, Potts &  
2300 N Street, N.w.

Washington, DC 20037

FOREIGN FILINGS

NAME: CAR ASBFL L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX        PLAIN STAMPED COPY  
XX        CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

m99-129

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# 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. CAR ASBFL L.L.C.  
(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. January 25, 1999  
(Date of Organization)
5. December 31, 2073  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon date of qualification  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1420 Spring Hill Road, Suite 525, McLean, Virginia 22102  
(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>Capital Automotive L.P.</u>	<u>MGRM</u>	<u></u>	<u></u>
<u>1420 Spring Hill Road</u>		<u></u>	
<u>Suite 525</u>		<u></u>	
<u>McLean, Virginia 22101</u>		<u></u>	
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of CAR ASBFL 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 \$ 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 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.)

By: Capital Automotive L.P.  
Its Member

By: Capital Automotive REIT  
Its General Partner

By: John M. Weaver Typed or printed name of signee  
Vice President

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**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.

1. The name of the Limited Liability Company is:

CAR ASBFL 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

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*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: Anthony J. Johnson

(Signature)

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

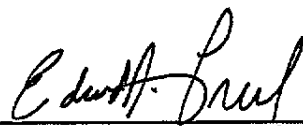
*State of Delaware*  
*Office of the Secretary of State*      PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAR ASBFL 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 TWENTY-SIXTH DAY OF JANUARY, A.D. 1999.

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



  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

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AUTHENTICATION:

9540990

DATE:

01-26-99