

m99000000585



ACCOUNT NO. : 072100000032

REFERENCE : 211053 4391205

AUTHORIZATION :

Patricia Pijet

COST LIMIT : \$ 285.00

ORDER DATE : April 20, 1999

ORDER TIME : 11:38 AM

ORDER NO. : 211053-010

800002844978--5

CUSTOMER NO: 4391205

CUSTOMER: Melanie Mikaelian, Paralegal
Jm Family Enterprises Inc.
100 N.w. 12th Ave.

Deerfield Beach, FL 33442

FOREIGN FILINGS

NAME: WORLD OMNI AUTO RECEIVABLES
LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

| | |
|----------------|--------------------|
| Name | 4/20/99 |
| Availability | XX Dec |
| Document | DCC |
| CONTACT PERSON | Mimi Stephens |
| Verify | 99 APR 20 PM 12:06 |
| Acknowledgment | |
| W. P. Verifier | DCC |

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

RECEIVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 20 PM 2:08

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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. World Omni Auto Receivables 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. 04/13/1999 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))
7. 6150 Omni Park Drive
Mobile, Alabama 36609
(Street address of principal office)

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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>World Omni</u> | <u>MGRM</u> | <u></u> | <u></u> |
| <u>Receivables Corp.,</u> | | <u></u> | |
| <u>100 NW 12th Ave.</u> | | <u></u> | |
| <u>Deerfield Beach, FL 33442</u> | | <u></u> | |
| <u></u> | | <u></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 photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

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

The undersigned member or authorized representative of a member of World Omni Auto
Receivables LLC certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 1,000.00 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00 ;
(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 \$ 1,000.00 .
(This total includes amounts from 2 and 3 above.)

World Omni Auto Receivables LLC

By: World Omni Receivables Corp., its sole member

By: 

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.)

John J. Whelan, Secretary

Typed or printed name of signee

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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:

World Omni Auto Receivables 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)

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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.

C T CORPORATION SYSTEM



(Signature)

WICKY GOLDSTEIN
SPECIAL ASSISTANT SECRETARY

Filing Fee: \$ 35 for Designation of Registered Agent

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 "WORLD OMNI AUTO RECEIVABLES 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 THIRTEENTH DAY OF APRIL, A.D. 1999.

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel, Secretary of State

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AUTHENTICATION:

9684802

DATE:

04-13-99