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FOREIGN LIMITED LIABILITY COMPANY

ASBURY AUTOMOTIVE CENTRAL FLORIDA, L.L.C.

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Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$337.50

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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. ASBURY AUTOMOTIVE CENTRAL FLORIDA, L.L.C.

(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. 59-3580818

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

4. APRIL 5, 1999

(Date of Organization)

5. DECEMBER 31, 2099

(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. 4306 PABLO OAKS COURT

JACKSONVILLE, FLORIDA 32245

(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:

CHARLIE (C.B.) TOMM

MGR

ALAN C. STARLING

MGR

4306 PABLO OAKS COURT

4306 PABLO OAKS COURT

JACKSONVILLE, FL 32245

JACKSONVILLE, FL 32245

LUTHER COGGIN

MGR

BRUCE STARLING

MGR

4306 PABLO OAKS COURT

4306 PABLO OAKS COURT

JACKSONVILLE, FL 32245

JACKSONVILLE, FL 32245

THOMAS R. GIBSON

MGR

4306 PABLO OAKS COURT

JACKSONVILLE, FL 32245

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.)

Prepared by: Linda Y. Kelso (FL Bar No. 298662)
Foley & Lardner
P.O. Box 240
Jacksonville, FL 32202
Telephone No. (904)359-2000
Fax Audit No. H99000014949

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State of Delaware
Office of the Secretary of State

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ASBURY AUTOMOTIVE CENTRAL FLORIDA, 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 SEVENTEENTH DAY OF JUNE, A.D. 1999.

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



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

AUTHENTICATION: 9809877

DATE: 06-17-99

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**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: ASBURY AUTOMOTIVE CENTRAL
FLORIDA, L.L.C.
2. The name and address of the registered agent and office is:
CHARLIE (C.B.) TOMM
(Name)
4306 PABLO OAKS COURT
(P.O. Box not acceptable)
JACKSONVILLE, FLORIDA 32245
(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.


(Signature)

6/15/99
(Date)

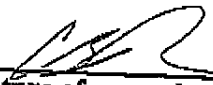
FILING FEE: \$ 35 for Designation of Registered Agent

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

The undersigned member or authorized representative of a member of ASBURY AUTOMOTIVE
CENTRAL FLORIDA, 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 \$ 10,000 ;
- 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 \$ 10,000 .
(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.)

CHARLIE (C.B.) TOMM

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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