



THE UNITED STATES
CORPORATION
COMPANY

M 99000001242

ACCOUNT NO. : 072100000032

REFERENCE : 327704 5123330

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : ~~570.00~~

ORDER DATE : August 2, 1999

ORDER TIME : 10:26 AM

ORDER NO. : 327704-070

CUSTOMER NO: 5123330

CUSTOMER: Ms. Joan Como
Cox Enterprises, Inc
1400 Lake Hearn Drive

Atlanta, GA 30319

900002951539-1-3

FOREIGN FILINGS

NAME: AUTOCONNECT, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

FILED
STATE
SECRETARY OF CORPORATIONS
99 AUG-5 AM 11:25

BK

8/5/99

RECEIVED
99 AUG-5 PM 12:10
THE
SECRETARY OF
CORPORATIONS
ATLANTA, GA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 6, 1999

JAMES GUY
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: AUTOCONNECT, L.L.C.
Ref. Number: W99000018214

RESUBMIT

Please give original
submission date as file date.

RECEIVED

99 AUG -6 PM 12:13

DIVISION OF CORPORATIONS
99 AUG -5 AM 11:25
FILED
DEPT. OF STATE

We have received your document for AUTOCONNECT, L.L.C. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The total amount required to file this company is \$285.00. Please correct the amount on your cover sheet.

ALSO, in Item 8, we need to know who the MANAGERS are OR who the MANAGING MEMBERS are. You have given us a list of names. Please indicate which ones are MANAGING MEMBERS, or WHICH ONES are MANAGERS.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 799A00039831

**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. AutoConnect, L.L.C.

(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 58-2373904

(FEI number, if applicable)

4. December 18, 1997

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. upon filing

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 1400 lake Hearn Drive, Atlanta, Georgia 30319

(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:
MANHEIM AUCTION, INC.	<u>MGRM</u> MEMBER	1400 LAKE HEARN DRIVE	
		ATLANTA, GA 30319	
ADP, INC.	<u>MGRM</u> MEMBER	1400 LAKE HEARN DRIVE	
		ATLANTA, GA 30319	

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.)

FILED IN THE STATE OF FLORIDA
99 AUG - F AM 11:25
CLERK OF THE SECRETARY OF STATE

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

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
99 AUG -5 AM 11:25

The member or authorized representative of a member of AutoConnect, 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 \$ 17,324,757 ;

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 \$ 17,324,757 ;
(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.)

Andrew A. Merdek, Secretary

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
STATE
SECRETARY OF CORPORATIONS
99 AUG -5 AM 11:25

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:

AutoConnect, 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, Florida 32301

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: Deborah D. Skipper

(Signature)

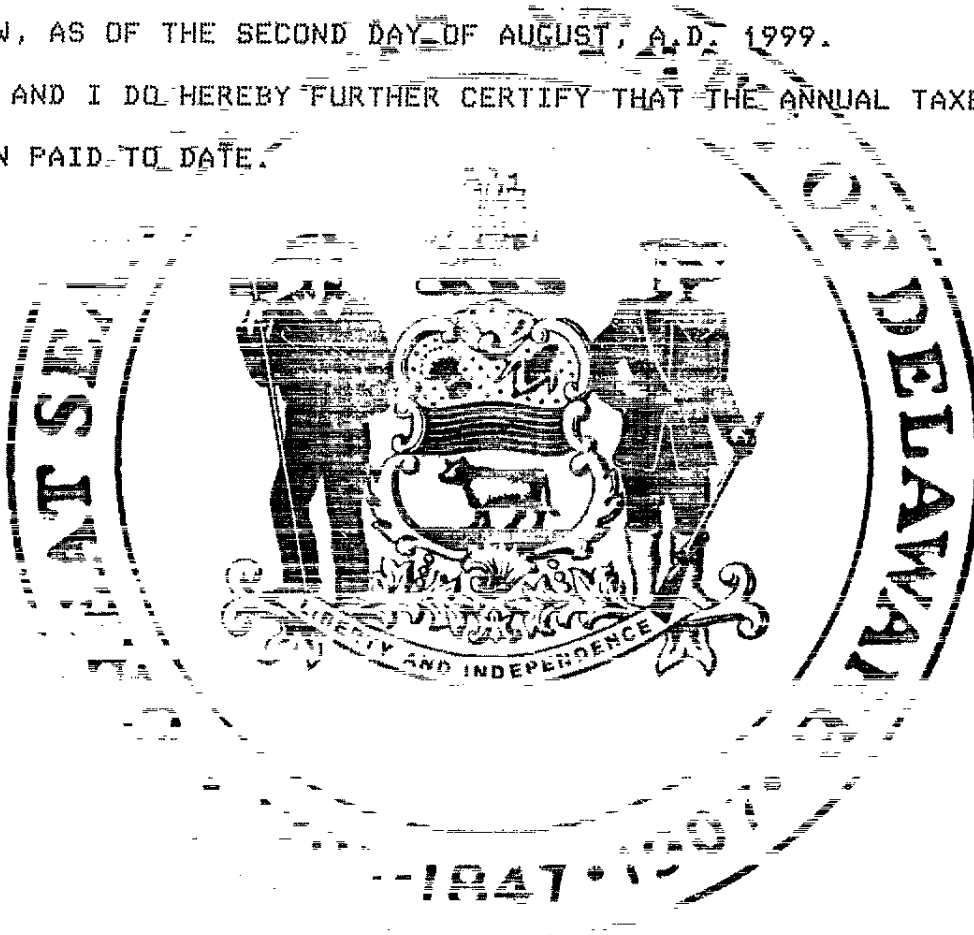
**Deborah D. Skipper
as its agent**

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AUTOCONNECT, 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 SECOND DAY OF AUGUST, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

2835304 8300

991318758

AUTHENTICATION:

DATE:

9899132

08-02-99

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 99 AUG -5 AM 10:25