



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 464145 5151231

AUTHORIZATION :

COST LIMIT : \$ 125.00

Patricia Pigott

ORDER DATE : November 4, 1999

ORDER TIME : 11:18 AM

400003036604--7

ORDER NO. : 464145-005

CUSTOMER NO: 5151231

CUSTOMER: Mr. John W. Weaver
Capital Automotive Reit
1420 Spring Hill Road
Suite 525
McLean, VA 22102

FILED
99 NOV -5 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W
11/5

FOREIGN FILINGS

NAME: CAR SONFREE, L.L.C.

RECEIVED
99 NOV -5 PM 12:23
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

**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. CAR SONFREE L.L.C. (Name of foreign limited liability company)

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

3. _____ (FPI number, if applicable)

4. 10-28-99 (Date of Organization)

5. 12-31-2073 (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. 1420 Spring Hill Road, Suite 525, McLean, VA 22102 (Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒

9. The usual business addresses of the managing members or managers are as follows:

1420 Spring Hill Road, #525

McLean, VA 22102

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction 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.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

To acquire, hold, own and manage certain real property

CAPITAL AUTOMOTIVE L.P., Manager

By: Capital Automotive REIT, General Partner BY: John M Weaver

Signature of a member or an authorized representative of a member

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

John M. Weaver, Vice President

Typed or printed name of signee

**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 SONFREE L.L.C.

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

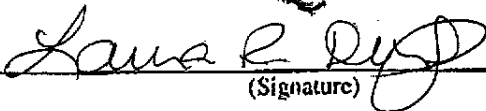
Corporation Service Company
(Name)

1201 Hays Street

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

Tallahassee, FL 32301
City/State/Zip

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 as provided for in Chapter 608, F.S..


(Signature)

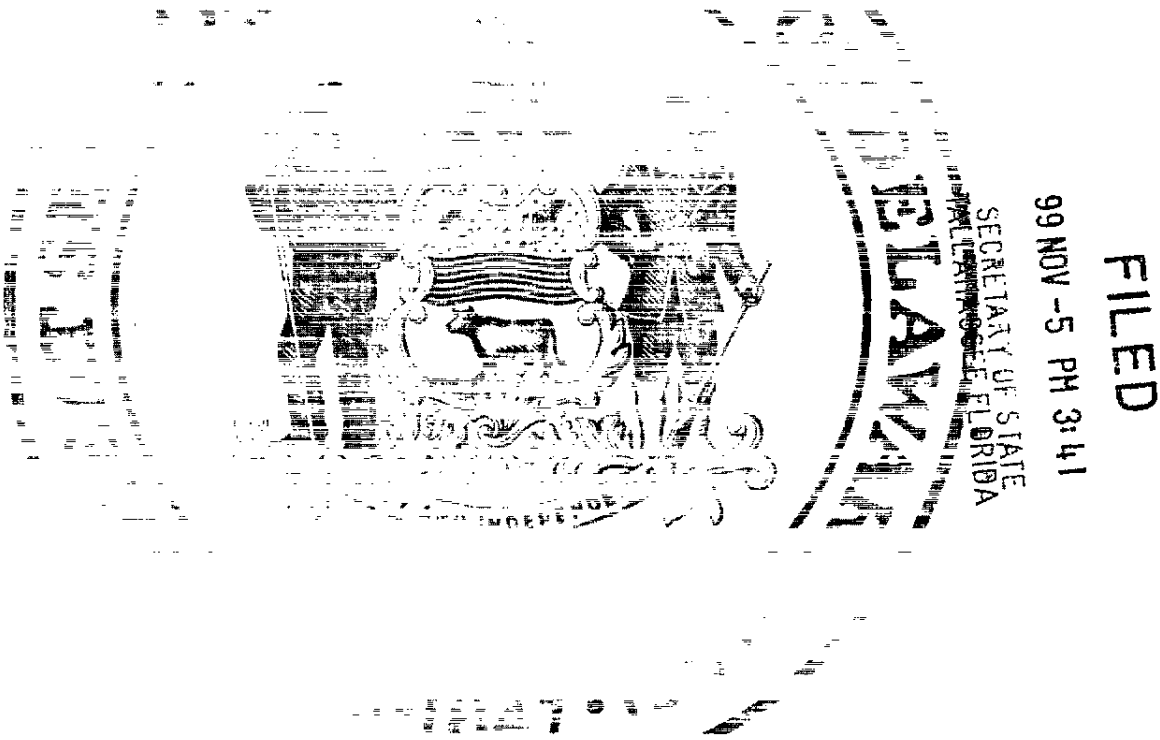
**Laura R. Dunlap
as its agent**

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAR SONFREE 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 FOURTH DAY OF NOVEMBER, A.D. 1999.



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SECRETARY OF STATE
DELAWARE



Edward J. Freel

Edward J. Freel, Secretary of State

3118189 8300

AUTHENTICATION:

0064747

991470205

DATE:

11-04-99