

BROWN, TODD
& HEYBURN PLLC

M9900000/1892

Scott W. Dolson

November 10, 1999

Direct Dial: (502) 568-0203
E-Mail: ScottD@Lou.bth-pllc.com

Via UPS/Next Day

400 West Market Street
32nd Floor
Louisville, KY 40202-3363
(502) 589-5400
Facsimile (502) 581-1087
www.bth-pllc.com

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Lexington Office
2700 Lexington Financial Center
Lexington, KY 40507-1749
(606) 231-0000
Facsimile (606) 231-0011

Northern Kentucky Office
50 East RiverCenter Boulevard
Suite 650
Covington, KY 41011
(606) 431-5550
Facsimile (606) 431-2191

Indiana Office
120 West Spring Street, Suite 400
New Albany, IN 47150
(812) 948-2800
Facsimile (812) 948-7994

Nashville Office
424 Church Street, Suite 2900
Nashville, TN 37219
(615) 251-5550
Facsimile (615) 251-5551

Re: Triangle Automotive Group LLC, a Kentucky Limited Liability Company/Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida with Certificate of Designation of Registered Agent/Registered Office

Dear Sir/Madam:

Enclosed for filing please find the following:

1. An original and two copies of an Application by Triangle Automotive Group, LLC, A Kentucky Limited Liability Company, for Authorization to Transact Business in Florida with Certificate of Designation of Registered Agent/Registered Office; and
2. A check in the amount of \$160.00 for the filing fees (\$125.00), a certified copy (\$30.00) and a Certificate of Status (\$5.00).

Please return the certified copy of the filed stamped Application and the Certificate of Status to my attention upon receipt of this letter as there is a closing set for Monday, November 15, 1999. I am enclosing a self-addressed UPS/Next Day envelope billing this firm for the charges. If you should have any questions, please do not hesitate to give me a call.

Your immediate response is greatly appreciated and I thank you in advance for your assistance.

Sincerely,

Joyce A. Borden
Paralegal/Legal Secretary
for Scott W. Dolson

Enclosures

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-11/12/99-01084--005
****160.00 ****160.00

99 NOV 12 AM 9:04
FILED
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 22, 1999

JOYCE A. BORDEN
BROWN TODD & HEYBURN
400 W MARKET STREET 32ND FLOOR
LOUISVILLE, KY 40202

SUBJECT: TRIANGLE AUTOMOTIVE GROUP LLC
Ref. Number: W99000026771

We have received your document for TRIANGLE AUTOMOTIVE GROUP LLC and your check(s) totaling \$160.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 999A00055722

FILED
99 NOV 12 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. TRIANGLE AUTOMOTIVE GROUP LLC
(Name of foreign limited liability company)

2. KENTUCKY 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. NOVEMBER 3, 1999 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. NOVEMBER 16, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 4330 Crittenden Drive
Louisville, Kentucky 40209
(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:

7330 Crittenden Drive, Louisville, Kentucky 40209

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: Operate a Budget Car
and Truck Sales store

Kenneth L. Huber
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.)

Kenneth L. Huber, Member

Typed or printed name of signee

FILED
99 NOV 12 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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:

TRIANGLE AUTOMOTIVE GROUP LLC

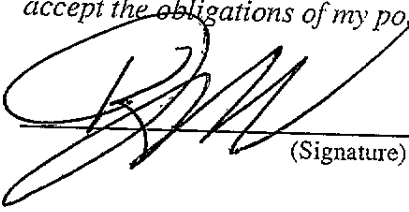
2. The name and the Florida street address of the registered agent and office are:

Jeffrey S. McGee
(Name)

7700 W. Camino Real
Florida street address (P.O. Box NOT ACCEPTABLE)

Boco Raton FL 33433
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)

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

FILED
99 NOV 12 AM 9:05
CLERK OF STATE
TALLAHASSEE, FLORIDA



John Y. Brown III
Secretary of State

Certificate of Existence

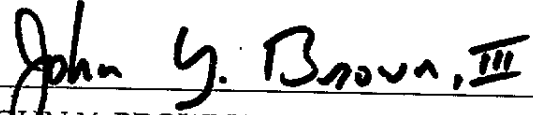
I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

TRIANGLE AUTOMOTIVE GROUP LLC

is a limited liability company duly organized and existing under KRS Chapter 275, whose date of organization is November 3, 1999.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 275.190 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 9th day of November, 1999.


JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky
Tmorgan/0482852