| , F  | PROFIT.                                       | W: FILING FEI   | ·  |  |  |  |                            |  |  | u b.a                |                        | 3 <b>b.</b>                                       | C   |  |
|--|---|---|--|--|--|--|----------------------------|--|--|----------------------|------------------------|---|---|--|
|  | CORPORATION  NNUAL REPORT  Scoretary of State |   |  |  |  |  |                            | Prove the second |  |                      |                        |   |   |  |
|  | 1997 Amendia Division of Corporations         |   |  |  |  |  |                            |  | 97 OCT 2 7 PH 1: 35                        |                      |                        |   |   |  |
| DOCUMENT # P95000070674 Autonation USA Corporation   |   |   |  |  |  |  |                            | SECHLIARY OF STATE TALLAHASSEE FLORIDA   |  |                      |                        |   |   |  |
| Avic   | itaNo   | on USA  | Corpor   | A HOI  |  |  |                            |  |  |                      |                        |   |   |  |
| Principal Pla  | ce of Busines                                 | s   | Maiting Ad   | dress  | ,  |  |                            |  |  |                      |                        |   |   |  |
|  |   |   |  |  |  |  | -                          | 3. Date Inco   | porated or Qu                              | alified              | 3a. Di                 | ate of Last F                                     | Report  |  |
| 2. Principal I   | Place of Busin                                | noss<br>H. H.   | 2a. Mailing<br>26] <b>\\O</b> S  |  | 1 4  |  |                            | I, FEI Numb  | CBS  | <u> </u>             |                        | <del> </del>                                      | pplied for  |  |
| Suite, Apt   | l. #, etc                                     | 1117  |  | Apt #, etc.  | <u> </u>   |  |                            |  | of Status Des                              |                      |                        |   | ot Applicable<br>Additional                                     |  |
| City & Sta   | Floor   |   | 27 30 City &   | * Meor   | <u> </u>   |  |                            |  | <del></del>                                |                      |                        |   | lequired  |  |
| 3 74.  | CAUCK   | 27 slabos   | 28 74  | noder  | date   | FL   |                            |  | ampaign Final<br>Contribution              | neing                |                        |   | May Be<br>to Fees   |  |
| 4 <b>333</b>   |   | 25 USA<br>and Address of Curre  | 29 <b>333</b>  | <u> </u>   | 30 Co  | USA<br>I   |                            | Florida Sta  | ration has liab<br>tutes<br>I Address of I |                      | Yes [                  | ] No  | s. 199.032,   |  |
| OT Co  |   | tion System   |  | gen  |  | 81 Nam   |                            | . Hame Bit   | Addiess of                                 | ten neg              | Jistereu               | Agent   | · · · · · · · · · · · · · · · · · · ·                           |  |
| 1347   | 5.9:0   | e Island  | ŘÀ.  |  |  | 82 Stree   | t Address                  | P.O. Box N   | mber is Not A                              | cceptab              | e)                     | 0 1 625   | 1   |  |
|  |   | _   |  |  |  | 83   |                            | <u>=</u> _   |  |                      | 797                    | 01024-  | -009  |  |
| TIARTY   | HOU.  | FC 33304  |  |  |  | <b>84</b> City   |                            |  |  | H###E                | 31-25                  | 85 Zip  | *61 - 25  |  |
|  |   |   |  |  |  |  |                            |  |  |                      |                        |   |   |  |
| 11. Pursuant   | t to the provis                               | ions of Sections 607.05   | 02 and 607.1508  | Florida Statu  | itos, the a  | bove-name  | d corporati                | on submits t   | nis statement i                            | or the p             | urpose of              | changing i  | ts registered   |  |
| office or  | registered ag                                 | ions of Sections 607.05<br>gent, or both, in the Stati<br>th, and accept the oblig  | le of Florida. Such  | i change was   | authorizo  | ed by the co   | d corporati<br>rporation's | on submits t<br>board of dir   | nis statement i<br>actors. I hereb         | or the pu<br>y accep | urpose of<br>t the app | changing i  | its registered<br>registered                                    |  |
| office or  | registered ag<br>am familiar wi               | pent, or both, in the Stati<br>ith, and accept the oblig<br>or prichel name of registered as  | e of Florida, Such<br>gations of, Section<br>gent and lite if applicable   | change was<br>n 607.0505, F  | authorize<br>Iorida Sta  | ed by the co   | rporation's                | board of dir   | nis statement i<br>ectors. I hereb         | or the pu<br>y accep | urpose of the app      | changing i  | its registered<br>registered                                    |  |
| office or<br>agent. I a<br>SIGNATURE   | registered ag<br>am familiar wi               | pent, or both, in the Stati<br>ith, and accept the oblig<br>or prichel name of registered as  | e of Florida, Such<br>gations of, Section  | e (NO  | authorize<br>lorida Sta<br>PIE: Registere<br>13.   | ed by the contutes  Agent signal   | rporation's                | board of dir   | nis statement i<br>ectors. I hereb         | y accep              | t the app              | DIRECTOR  | registered  |  |
| office or<br>agent. I a<br>SIGNATURE<br>11.  | registered ag<br>am familiar wi               | pent, or both, in the Stati<br>ith, and accept the oblig<br>or prichel name of registered as  | e of Florida, Such<br>gations of, Section<br>gent and lite if applicable   | change was<br>n 607.0505, F  | authorize<br>Iorida Sta<br>IE: Registere   | ed by the contutes  ad Agent signals   | rporation's                | board of dir   | /CHANGES TO                                | y accep              | t the app              | ointment as                                       | registered  |  |
| office or<br>agent. I a<br>SIGNATURE<br>12.<br>TITLE   | registered ag<br>am familiar wi               | pent, or both, in the Stati<br>ith, and accept the oblig<br>or prichel name of registered as  | e of Florida, Such<br>gations of, Section<br>gent and lite if applicable   | e (NO  | authorize<br>lorida Sta<br>III: Registere<br>13.   | ed by the contutes  ad Agent signals   | rporation's                | board of dir   | /CHANGES TO                                | y accep              | t the app              | DIRECTOR  | registered  |  |
| office or agent. I a SIGNATURE  12.  TITLE  NAME  STREET ADDRESS  CITY-S1-ZIP  | registered ag<br>am familiar wi               | pent, or both, in the Stati<br>ith, and accept the oblig<br>or prichel name of registered as  | e of Florida, Such<br>gations of, Section<br>gent and lite if applicable   | o change was<br>n 607.0505, F<br>e (NC   | authorize<br>lorida Sta<br>PTE: Registere<br>13.<br>111<br>12 N<br>1.3 S<br>14 C   | d by the contutes  ad Agent signal  ITLE  IAME  IRECT ADDRESS  (IY-SI-ZIP  | rporation's                | board of dir   | /CHANGES TO                                | y accep              | t the app              | DIRECTOR Change                                   | RS IN 12  |  |
| office or agent. I a gent. | registered ag<br>am familiar wi               | pent, or both, in the Stati<br>ith, and accept the oblig<br>or prichel name of registered as  | e of Florida, Such<br>gations of, Section<br>gent and lite if applicable   | e (NO  | authorize<br>lorida Sta<br>PIE: Registere<br>13.<br>111<br>12 N<br>13 S  | ed by the contutes  ad Agent signals  ITLE  IAME  TREET ADDRESS  ITY - ST - ZIP  | rporation's                | board of dir   | /CHANGES TO                                | y accep              | t the app              | DIRECTOR  | registered  |  |
| office or agent. I is signature  12.  Title  Name  Street address  City-S1-2ip  Name  VAME   | registered ag<br>am familiar wi               | pent, or both, in the Stati<br>ith, and accept the oblig<br>or prichel name of registered as  | e of Florida, Such<br>gations of, Section<br>gent and lite if applicable   | o change was<br>n 607.0505, F<br>e (NC   | authorize<br>lorida Sta<br>PIE: Registere<br>13.<br>111<br>12 N<br>1.3 S<br>14 C<br>211<br>22 N  | ed by the contutes  ad Agent signals  ITLE  IAME  TREET ADDRESS  ITY - ST - ZIP  | rporation's                | board of dir   | /CHANGES TO                                | y accep              | t the app              | DIRECTOR Change                                   | RS IN 12  |  |
| office or agent. I is signature  12.  Title  Name  Street address  City-S1-2ip  Name  Street address  City-S1-2ip  | registered ag<br>am familiar wi               | pent, or both, in the Stati<br>ith, and accept the oblig<br>or prichel name of registered as  | e of Florida, Such<br>gations of, Section<br>gent and lite if applicable   | change was a 607.0505, F   | authorize lorida Sta  IE: Registere  13.  111  12 N  13 S  14 C  211  22 N  23 S  2.4 C  | and by the control of | rporation's                | board of dir   | /CHANGES TO                                | y accep              | t the app              | DIRECTOR Change                                   | RS IN 12 Addition Addition                                      |  |
| office or agent. I is signature  12.  Title  NAME  STREET ADDRESS  CITY-S1-2IP  TITLE  NAME  STREET ADDRESS  CITY-S1-2IP  TITLE  | registered ag<br>am familiar wi               | pent, or both, in the Stati<br>ith, and accept the oblig<br>or prichel name of registered as  | e of Florida, Such<br>gations of, Section<br>gent and lite if applicable   | o change was<br>n 607.0505, F<br>e (NC   | authorize lorida Sta  III: Registere  13.  111  12N  13S  14C  211  22N  23S  2.4(  311)   | and by the control of | rporation's                | board of dir   | /CHANGES TO                                | y accep              | t the app              | DIRECTOR Change                                   | RS IN 12  |  |
| office or agent. I is signature.  12.  Title  Name  Street address  City-S1-2ip  Title  Name  Street address  City-S1-zip  Iitle  Name  Name  Name  Name  Name  Name   | registered ag<br>am familiar wi               | pent, or both, in the Stati<br>ith, and accept the oblig<br>or prichel name of registered as  | e of Florida, Such<br>gations of, Section<br>gent and lite if applicable   | change was a 607.0505, F   | authorize lorida Sta  III: Registere  13.  111  12N  138  14C  211  22N  23S  2.4C  3111  32N  | and by the control of | rporation's                | board of dir   | /CHANGES TO                                | y accep              | t the app              | DIRECTOR Change                                   | RS IN 12 Addition Addition                                      |  |
| Office or agent. I is signature. I it.  12.  1111.  | registered ag<br>am familiar wi               | pent, or both, in the Stati<br>ith, and accept the oblig<br>or prichel name of registered as  | e of Florida, Such<br>gations of, Socilor<br>gent and life if appricate<br>ND DIRECTORS  | change was 607.0505, F   | authorize lorida Sta  III: Registere  13.  111  12N  138  14C  21T  22N  23S  2.4C  31TI  32N  33S  34.6   | AD by the contutes  ITLE  IAME  IREET ADDRESS  ITLE  AME  IREET ADDRESS  ITLY-SI-ZIP  ITLE  AME  IREET ADDRESS  ITLY-SI-ZIP  ITLE  AME  IREET ADDRESS  ITLY-SI-ZIP   | rporation's                | board of dir   | /CHANGES TO                                | y accep              | t the app              | O DIRECTOR Change Change                          | RS IN 12 RS IN 12 Addition Addition                             |  |
| Office or agent. I is signature.  12.  111LE  NAME  STREEI ADDRESS  CITY-S1-2IP  TITLE  NAME  STREET ADDRESS  CITY-S1-2IP  TITLE  NAME  STREET ADDRESS  CITY-S1-2IP  TITLE  NAME  STREET ADDRESS  CITY-S1-2IP  | registered ag<br>am familiar wi               | pent, or both, in the Stati<br>ith, and accept the oblig<br>or prichel name of registered as  | e of Florida, Such<br>gations of, Socilor<br>gent and life if appricate<br>ND DIRECTORS  | change was a 607.0505, F   | authorize lorida Sta  II: Registere  13.  111  12N  13S  14C  21T  22N  23S  2.4C  31TI  32N  33S  | AME ITLE IAME ITREET ADDRESS ATY-S1-ZIP ITLE AME ITREET ADDRESS ATY-S1-ZIP ITLE AME ITREET ADDRESS ATY-S1-ZIP ITLE AME ITREET ADDRESS ATY-S1-ZIP ITLE ITREET ADDRESS AME ITREET ADDRESS AME ITREET ADDRESS AME ITREET ADDRESS  | rporation's                | board of dir   | /CHANGES TO                                | y accep              | t the app              | DIRECTOR Change                                   | RS IN 12 Addition Addition                                      |  |
| Office or agent. I is agent. I is signature.  12.  Title  NAME  STREET ADDRESS  CITY-S1-2IP  TITLE  NAME   | registered ag<br>am familiar wi               | pent, or both, in the Stati<br>ith, and accept the oblig<br>or prichel name of registered as  | e of Florida, Such<br>gations of, Socilor<br>gent and life if appricate<br>ND DIRECTORS  | change was 607.0505, F   | authorize lorida Sta  II: Registere  13.  111  12N  13S  14C  21I  22N  23S  2.4C  31II  32N  33S  4.1II  4.2N   | AME ITLE IAME ITREET ADDRESS ATY-S1-ZIP ITLE AME ITREET ADDRESS ATY-S1-ZIP ITLE AME ITREET ADDRESS ATY-S1-ZIP ITLE AME ITREET ADDRESS ATY-S1-ZIP ITLE ITREET ADDRESS AME ITREET ADDRESS AME ITREET ADDRESS AME ITREET ADDRESS  | rporation's                | board of dir   | /CHANGES TO                                | y accep              | t the app              | O DIRECTOR Change Change                          | RS IN 12 RS IN 12 Addition Addition                             |  |
| Office or agent. I is agent. I is agent. I is signature  12.  111. | registered ag<br>am familiar wi               | pent, or both, in the Stati<br>ith, and accept the oblig<br>or prichel name of registered as  | e of Florida, Such<br>gations of, Socilor<br>gent and life of apprication<br>ND DIRECTORS  | Change was 1 607.0505, F. C. (NO DELETE DELETE DELETE DELETE DELETE  | authorize lorida Sta  11: Registere  13. 111 12: N 13: S 14: C 211 22: N 23: S 2.4: C 31: II 32: N 33: S 34: C 4.1: II 42: N 43: S 44: C   | AME INTEE ADDRESS DITY-S1-ZIP ILLE IAME INTEET ADDRESS DITY-S1-ZIP ILLE IAME INTEET ADDRESS DITY-S1-ZIP ILLE IAME INTEET ADDRESS DITY-S1-ZIP ILLE IAME IAME IAME IAME IAME IAME IAME IAM   | rporation's                | board of dir   | /CHANGES TO                                | y accep              | t the app              | O DIRECTOR Change Change Change                   | RS IN 12 RS IN 12 Addition Addition Addition                    |  |
| Office or agent. I is agent. I is agent. I is signature  12.  111. | registered ag<br>am familiar wi               | pent, or both, in the Stati<br>ith, and accept the oblig<br>or prichel name of registered as  | e of Florida, Such<br>gations of, Socilor<br>gent and life of apprication<br>ND DIRECTORS  | change was 607.0505, F   | authorize lorida Sta  11: Registere  13. 11: 12: N 13: 14: 0 21: 12: N 23: S 2.4: 0 31: 11: 12: N 33: S 34: 0 4: 11: 14: 14: 14: 14: 14: 14: 14: 14: 1   | AME  IREET ADDRESS  CITY-S1-ZIP  ITLE  AME  IRREAT ADDRESS  CITY-S1-ZIP  ITLE  IRREAT ADDRESS  ITY-S1-ZIP  ITLE  | rporation's                | board of dir   | /CHANGES TO                                | y accep              | t the app              | O DIRECTOR Change Change                          | RS IN 12 RS IN 12 Addition Addition                             |  |
| Office or agent. I is agent. I is signature. I it is street address city-st-zip. It is street address.   | registered ag<br>am familiar wi               | pent, or both, in the Stati<br>ith, and accept the oblig<br>or prichel name of registered as  | e of Florida, Such<br>gations of, Socilor<br>gent and life of apprication<br>ND DIRECTORS  | Change was 1 607.0505, F. C. (NO DELETE DELETE DELETE DELETE DELETE  | authorize lorida Sta  11: Registere  13. 11: 12: N 13: 14: 0 21: 12: N 23: S 2.4: 0 31: 11: 12: N 33: S 34: 0 4.1: 11: 12: N 4.3: S 4.4: 0 51: 11: 52: N   | AME  IREET ADDRESS  CITY-S1-ZIP  ITLE  AME  IRREAT ADDRESS  CITY-S1-ZIP  ITLE  IRREAT ADDRESS  ITY-S1-ZIP  ITLE  | rporation's                | board of dir   | /CHANGES TO                                | y accep              | t the app              | O DIRECTOR Change Change Change                   | RS IN 12 RS IN 12 Addition Addition Addition                    |  |
| Office or agent. I is agent. I is agent. I is signature  12.  1111.  111 | registered ag<br>am familiar wi               | pent, or both, in the Stati<br>ith, and accept the oblig<br>or prichel name of registered as  | e of Florida, Such<br>gations of, Sociol<br>gent and life if apprication<br>ND DIRECTORS   | Change was 1 607.0505, F.  C (NO  DELETE  DELETE  DELETE  DELETE  DELETE   | authorize lorida Sta  11: Registere  13. 11: 12: N 13: 14: 0 21: 17: 22: N 23: S 2.4( 31: 11: 32: N 33: S 34: 0 4: 11: 42: N 4: 35: 44: 0 5: 11: 52: N 5: 35: S  | AME  TREET ADDRESS  CITY-S1-ZIP  TILE  TIL | rporation's                | board of dir   | /CHANGES TO                                | y accep              | t the app              | O DIRECTOR Change Change Change                   | RS IN 12 RS IN 12 Addition Addition Addition                    |  |
| Office or agent. I is agent. I is signature  12.  111LE  NAME  STREEI ADDRESS  CITY-S1-ZIP  TITLE  NAME  STREET ADDRESS  CITY-S1-ZIP  TITLE  | registered ag<br>am familiar wi               | pent, or both, in the Stati<br>ith, and accept the oblig<br>or prichel name of registered as  | e of Florida, Such<br>gations of, Sociol<br>gent and life if apprication<br>ND DIRECTORS   | Change was 1 607.0505, F. C. (NO DELETE DELETE DELETE DELETE DELETE  | authorize lorida Sta  11: Registere  13. 11: 12: N 13: 14: 6 21: 17: 22: N 23: 8 2.44 31: 11: 32: N 33: 8 34: 6 4: 11: 52: N 53: 54: 6 6: 11: 6 6: 11: 11: 12: N 53: 14: 6 6: 11: 11: 12: N | AME  TREET ADDRESS  TITLE  AME  TREET ADDRESS  TY-S1-ZIP  TITLE  AME  TREET ADDRESS  TY-S1-ZIP  TITLE  TREET ADDRESS  | rporation's                | board of dir   | /CHANGES TO                                | y accep              | t the app              | O DIRECTOR Change Change Change                   | RS IN 12 RS IN 12 Addition Addition Addition                    |  |
| Office or agent. I is signature. I it.  SIGNATURE  12.  TITLE  NAME  STREET ADDRESS  CITY-S1-ZIP  TITLE  NAME  NAME  STREET ADDRESS  CITY-S1-ZIP  TITLE  NAME  | registered ag<br>am familiar wi               | pent, or both, in the Stati<br>ith, and accept the oblig<br>or prichel name of registered as  | e of Florida, Such<br>gations of, Sociol<br>gent and life if apprication<br>ND DIRECTORS   | Change was 1 607.0505, F.  C (NO  DELETE  DELETE  DELETE  DELETE  DELETE   | authorize lorida Sta  11: Registere  13.   | AME  INTE  ITTLE  IMME  ITTLE  IMME  ITTLE   | rporation's                | board of dir   | /CHANGES TO                                | y accep              | t the app              | ODIRECTOR Change Change Change Change             | RS IN 12 RAddition Addition Addition Addition Addition          |  |
| office or<br>agent. I a<br>SIGNATURE   | registered ag<br>am familiar wi               | pent, or both, in the Stati<br>ith, and accept the oblig<br>or prichel name of registered as  | e of Florida, Such<br>gations of, Sociol<br>gent and life if apprication<br>ND DIRECTORS   | Change was 1 607.0505, F.  C (NO  DELETE  DELETE  DELETE  DELETE  DELETE   | authorize lorida Sta  11: Registere  13. 11: 12: N 13: 14: 0 21: 12: N 23: 14: 0 31: 11: 12: N 33: 14: 0 41: 11: 14: 14: 14: 14: 14: 14: 14: 14:   | AME  TREET ADDRESS  TITLE  AME  TREET ADDRESS  TY-S1-ZIP  TITLE  AME  TREET ADDRESS  TY-S1-ZIP  TITLE  TREET ADDRESS  | rporation's                | board of dir   | /CHANGES TO                                | y accep              | t the app              | ODIRECTOR Change Change Change Change             | RS IN 12 RAddition Addition Addition Addition Addition          |  |
| Office or agent. I is signature. I in the street address city-st-zip title name street address city-st-zip title name.   | registered ag am familiar wi Signature, typeo | ent, or both, in the Statistic, and accept the oblig or prelist name of registered at OFFICE RS AN OFFICE RS | e of Florida, Such gations of, Socior gent and life of apprecia- ND DIRECTORS  and With this filling of supplemental and the focolver or 1 | Change was 1 607.0505, F.  C (NC)  DELETE  DEL | authorize lorida Sta  11.  | AME  IREET ADDRESS  CITY-S1-ZIP  ITLE  IREET ADDRESS  CITY-S1-ZIP  ITLE  AME  IREET ADDRESS  ITY-S1-ZIP  ITTE   | re required wh             | board of dir pricenstating) ADDITIONS SE SEE   | CHANGES TO                                 | o OFFICE             | DATE ERS AND LIST      | O DIRECTOR O DIRECTOR Change Change Change Change | RS IN 12 RAddition Addition Addition Addition Addition Addition |  |
| Office or agent. I is agent. I is agent. I is signature.  12.  IIITLE NAME STREET ADDRESS CITY-ST-ZIP IIITLE NAME STREET ADDRESS CITY-ST-ZIP IIITLE VAME STREET ADDRESS CITY-ST-ZIP IITLE VAME VAME IITLE VAME VAME IITLE VAME VAME IITLE VAME VAME IITLE VAME  | registered ag am familiar wi Signature, typeo | cent, or both, in the Stati th, and accept the oblig or prictical name of registered as OFFICE RS AN  | e of Florida, Such gations of, Socior gent and life of apprecia- ND DIRECTORS  and With this filling of supplemental and the focolver or 1 | Change was 1 607.0505, F.  C (NC)  DELETE  DEL | authorize lorida Sta  11.  | AME  IREET ADDRESS  CITY-S1-ZIP  ITLE  IREET ADDRESS  CITY-S1-ZIP  ITLE  AME  IREET ADDRESS  ITY-S1-ZIP  ITTE   | re required wh             | board of dir pricenstating) ADDITIONS SE SEE   | CHANGES TO                                 | o OFFICE             | DATE ERS AND LIST      | O DIRECTOR O DIRECTOR Change Change Change Change | RS IN 12 RAddition Addition Addition Addition Addition Addition |  |

200

. . . . . . . . . . . . . . .



## **EXHIBIT A**

## **AUTONATION USA OFFICERS**

| Name           | Office Held                                       |
|----------------|---|
| Steven Berrard | Chief Executive Officer                           |
| Lawrence Rich  | President   |
| Jeff Davis     | Sr. Vice President Wholesale Operations           |
| Robert Dwors   | Sr. Vice President Corporate Development          |
| Thomas Gruber  | Sr. Vice President and Chief Marketing Officer    |
| Steve Morse    | Sr. Vice President Business Integration           |
| Ken Ubertino   | Sr. Vice President, Merchandising & Distribution  |
| Gerry Weber    | Sr. Vice President Retail Operations              |
| Brent Burns    | Treasurer   |
| John R. Sutton | Group Vice President, Distribution Operations     |
| Jerry Comstock | Group Vice President, Merchandising & Procurement |
| Greg J. Lawler | Vice President, Reconditioning                    |
| James O. Cole  | Vice President and Secretary                      |
| Thomas Hawkins | Vice President                                    |
| Mark Thimmig   | Vice President New Vehicle Planning & Design      |
| Newell Turpel  | Vice President Corporate Development              |
| Kathleen Hyle  | Assistant Treasurer                               |

## **AUTONATION USA DIRECTORS**

H. Wayne Huizenga Richard Rochon Steven Berrard Lawrence Rich

## Street Address:

110 SE Sixth St., 20th Floor Ft. Lauderdale, FL 33301