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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

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Kim - Rue Automotive Group, Inc.

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. Kim-Rue Automotive Group, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Massachusetts
(State or country under the law of which it is incorporated)
3. 04-3301636
(FEI number, if applicable)
4. 8/17/95
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 620 So. Washington Street
No. Attleboro, MA 02760
(Current mailing address)
8. Any and all purposes set forth in Commonwealth of Massachusetts
Articles of Organization (copy appended hereto as Exhibit A)
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T CORPORATION SYSTEM

(Registered agent's signature) (Officer)
SPECIAL ASST. SECRETARY

(Type Name and Title of Officer)

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Thomas B. Kimbrel

Address: 181 Colonial Road

No. Attleboro, MA 02760

Director: R. Michael LaRue

Address: 16 Horace Street

Mansfield, MA 02048

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Thomas B. Kimbrel

Address: same as above

Vice President: R. Michael LaRue

Address: same as above

Clerk: _____

*Secretary: Barry R. Smith

Address: 8 Pine Brook Way

Duxbury, MA 02332

Asst. Clerk: Lynda D. Jost

244 Old Wood Road So., No. Attleboro, MA 02760

TOTAL P.04

Treasurer: Thomas B. Kimbrel

Address: 181 Colonial Road

No. Attleboro, MA 02760

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Barry R. Smith, Clerk

(Typed or printed name and capacity of person signing application)

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The Commonwealth of Massachusetts
WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION
(Under G.L. Ch. 156B)

ARTICLE I

The name of the corporation is:

Kim-Rue Automotive Group, Inc.

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

To engage in the business of the wholesale and retail sale of new and used motor vehicles; to sell and provide maintenance, service and parts relating thereto; and to own, buy, rent, sell, lease or otherwise deal in property of every type and description, both real and personal, with respect to the foregoing activities.

(See Continuation Sheets 2A and 2B filed herewith for additional authorized purposes.)

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Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

Continuation Sheet 2A.

b. To carry on any business or other activity which may be lawfully carried on by a corporation organized under the Business Corporation Law of the Commonwealth of Massachusetts.

c. To construct, lease, purchase or otherwise acquire real estate and personal property of any nature, or any interest therein without limit as to amount or value, reasonably necessary or convenient for effecting or furthering any or all of the purposes and powers of the corporation. To purchase, lease, or otherwise acquire, in whole or in part, as a going concern or otherwise, the business, goodwill rights, franchise, stocks, bonds or other securities issued by, and the property of every kind, and assume the whole or any part of the liabilities of, any person, firm association or corporation engaged in or authorized to conduct any business identical with or similar to any business authorized to be conducted by this corporation or owning property necessary or suitable for its purposes, and to exercise all powers necessary or incidental to the conduct of such business. To hold, own, use, manage, operate, improve, lease, license, mortgage, sell, dispose of or otherwise turn to account or deal with all or any part of the property of the corporation or any interest therein.

d. Insofar as may be permitted by law, to borrow money or otherwise incur indebtedness or liability for effecting any of its purposes or powers; to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures, or other obligations from time to time, for the purchase of property, or for effecting any of its corporate purposes or powers; and, if deemed proper, to secure the payment of such obligations by mortgage, pledge, deed of trust, or other hypothecation of any or all of the property of the corporation. Insofar as may be permitted by law, to purchase or otherwise acquire shares of its capital stock or its bonds, debentures or other obligations and to hold, reissue, resell, exchange, mortgage, pledge, hypothecate, dispose of, cancel, retire or redeem the same.

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Continuation 2B.

e. Insofar as may be permitted by law, to enter into, make, perform and carry out contracts of any kind with, and to act as agent for, any person, firm, association or corporation, whether foreign or domestic, and with and for any domestic or foreign state or government or territory or colony thereof. To conduct its business in all branches, so far as permitted by law, in any state in or of the United States, and in any territory, district, dependency, colony or possession thereof, and in any foreign country, and to maintain offices and agencies in any part of the world, either within or without the Commonwealth of Massachusetts, and to purchase, hold, mortgage, convey, lease, sell or otherwise dispose of and deal with real and personal property in any such place or places.

f. In furtherance and not in limitation of these purposes and powers, to do any and all things and exercise any and all powers necessary, convenient or advisable to accomplish one or more of the purposes of the corporation, or which shall at any time appear to be for the benefit of the corporation in connection therewith, which may now or hereafter be lawful for the corporation to do or exercise under and in pursuance of the laws of the Commonwealth of Massachusetts.

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Continuation Sheet 5A.

5. The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are as follows:

a. Any share or shares of stock may be transferred by the person named as the holder in the Certificate thereof, by any instrument in writing under his hand, separate from or written under the Certificate thereof, which instrument shall be recorded by the Clerk of the corporation, in a book to be kept for that purpose. The assignee named in such instrument so recorded, upon delivering it and the former certificate to the Treasurer, shall be entitled to a new Certificate. But the Board of Directors may from time to time appoint some person or corporation other than the Clerk to act as the transfer agent or registrar of transfers of the corporation shares and may require all Certificate to bear the signature of either or both.

b. Any stockholder, including the heirs, assigns, executors or administrators of a deceased stockholder, desiring to sell or transfer such stock owned by him or them, shall first offer it to the corporation through the Board of Directors, in the manner following:

He shall notify the Directors of his desire to sell or transfer by notice in writing, which notice shall contain the price at which he is willing to sell or transfer and the name of one arbitrator. The Directors shall within thirty days thereafter either accept the offer, reject the offer, or by notice in writing name a second arbitrator, and these two shall name a third. It shall then be the duty of the arbitrators to ascertain the value of the stock and if any arbitrator shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrator.

After the acceptance of the offer, or the report of the arbitrators as to the value of the stock, the Directors shall have thirty days within which to purchase the same at such valuation, but if at the expiration of thirty days, the corporation shall not have exercised the right to so purchase, in any manner he may see fit.

No shares of stock shall be sold or transferred on the books of the corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirement.

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Continuation Sheet 6A.

6a. The Directors may make, amend or appeal the by-laws in whole or in part, except with respect to any provision thereof which by-law or by-laws requires action by the stockholders.

b. Meetings of the stockholders may be held anywhere in the United States.

c. The corporation may be a partner and/or joint venturer in any business enterprise or enterprises it would have power to conduct by itself.

d. The Directors shall have the power to fix from time to time their compensation. No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any Director, officer or stockholder of this corporation individually, or any individual having interest in any concern which is a stockholder of this corporation, or any concern in which any such Directors, officers, stockholders or individuals have any interest, may be a party to, may be pecuniarily or otherwise interested in, any contract, transaction or other act of this corporation, and

- i. Such contract, transaction or act shall not be in any way invalidated or otherwise affected by that fact;
- ii. No such Director, officer, stockholder or individual shall be liable to account to this corporation for any profit or benefit realized through any such contract, transaction or act; and
- iii. Any such Director of this corporation may be counted in determining the existence of a quorum at any meeting of the Directors or of any committee thereof which shall authorize any such contract, transaction or act, and may vote to authorize the same.

The term "interest" including personal interest and interest as a Director, officer, stockholder, shareholder, trustee, member or beneficiary of any concern; and

The term "concern" meaning any corporation, association, trust, partnership, firm, person or other entity other than this corporation.

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ARTICLE VII

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later EFFECTIVE DATE is desired, specify such date which shall not be more than *thirty days* after the date of filing.

The information contained in ARTICLE VIII is NOT a PERMANENT part of the Articles of Organization and may be changed ONLY by filing the appropriate form provided therefor.

ARTICLE VIII

a. The street address of the corporation IN MASSACHUSETTS is: (post office boxes are not acceptable)

620 South Washington Street, North Attleboro, MA 02760

b. The name, residence and post office address (if different) of the directors and officers of the corporation are:

	NAME	RESIDENCE	POST OFFICE ADDRESS
President:	Thomas B. Kimbrel	181 Colonial Road	
e-President	R. Michael LaRue	No. Attleboro, MA 02760	Same
Treasurer:	Thomas B. Kimbrel	16 Horace Street Mansfield, MA 02048	Same
		181 Colonial Road No. Attleboro, MA 02760	Same
Clerk:	Barry R. Smith	8 Pine Brook Way Duxbury, MA 02332	Same
t Clerk Director	Lynda D. Jost	244 Old Wood Road South No. Attleboro, MA 02760	Same
Directors:	Thomas B. Kimbrel	181 Colonial Road No. Attleboro, MA 02760	Same
	R. Michael LaRue	16 Horace Street Mansfield, MA 02048	Same

c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month of:
December

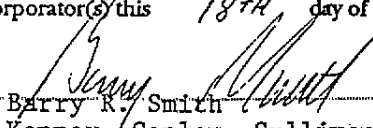
d. The name and BUSINESS address of the RESIDENT AGENT of the corporation, if any, is:
Not Applicable

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ARTICLE IX

By-laws of the corporation have been duly adopted and the president, treasurer, clerk and directors whose names are set forth above, have been duly elected.

IN WITNESS WHEREOF and under the pains and penalties of perjury, I/WE, whose signature(s) appear below as incorporator(s) and whose names and business or residential address(es) ARE CLEARLY TYPED OR PRINTED beneath each signature do hereby associate with the intention of forming this corporation under the provisions of General Laws Chapter 156B and do hereby sign these Articles of Organization as incorporator(s) this 18TH day of August 1995.


Barry R. Smith
Kenney, Conley, Sullivan & Smith, P.C.
100 Grandview Road, Suite 218
Post Office Box 9139
Braintree, MA 02184

Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

May 6, 1998

To Whom It May Concern :

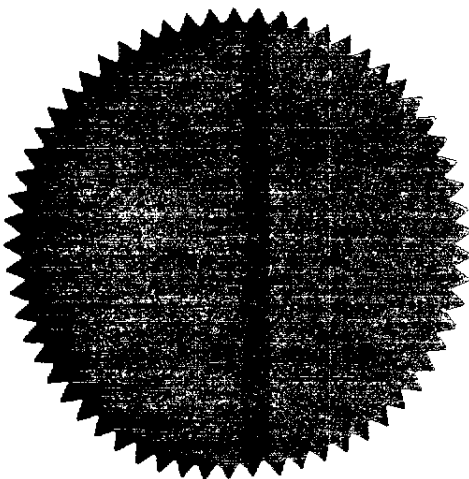
I hereby certify that,

Kim-Rue Automotive Group, Inc.

appears by records of this office to have been incorporated under the General Laws of this Commonwealth on **August 17, 1995**.

I also certify that so far as appears of record here, said corporation still has legal existence.

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In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

* MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.