CORPORATION STATEMENT OF CHANGE OF

KNOWN PLACE OF BUSINESS OR STATUTORY AGENT

NOTE: It is critical that the Corporation Commission receive information about the existing (old) official address and/or agent data as well as the new address or agent data. Please check with our Records section, (602) 542-3026 or our web site, www.cc.state.az.us/corp to obtain the correct information.

		name of the corporation on file with the Arizona Corporation Commission (ACC) is: WN NISSAN INC.		
		ile number is 0225955-7		
3.	The known	place of business currently (old) on file with the ACC is:		
	110 SE 6th St.			
		Ft. Lauderdale, FL 33301		
4.	The name a	and address of the current statutory agent on file with the ACC is:		
		CT Corporation System		
		3225 North Central Avenue		
		Phoenix, AZ 85012		
(B) Foreign corporations only: The known place of business in the State or Country in which the corporation wincorporated is to be changed. The new foreign address is:				
				5.
6.	(A) X	The statutory agent in ARIZONA is to be changed. The name and address of the new statutory agent is:		
		Corporation Service Company		
		2338 W. Royal Palm Road, Suite J RECEIVED		
		Phoenix, AZ 85021 RECEIVED 7832 886		

FEB 1 9 2004

Page 1 of 2 ARIZONA CORP. COMMISSION
ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

Corpo	ation Name: BROWN & BROWN NISSAN INC. File Number: 0225955-7				
(B) The address of the statutory agent in ARIZONA is to be changed. The new address of the statutory agent is:					
	and the statutory agent has given the Corporation written notice of this change.				
ARS §10-140 : changed.	equires that changes to corporation(s) be executed by an officer of the corporation, whose file is t	o be			
	DATED this 13 day of Feb-, 2004				
	BROWN & BROWN NISSAN INC.				
	[Name of Corporation]				
	Bylana R. Duf				
	Laura R. Dunlap, Attorney in Fact				
	[Name] [Title]				
	[Statutory Agent]*				
	*(Statutory Agent must sign only if changing address.)				
process on th	as a P.O. box, then they must also provide a physical location/address where service corporation can occur. Also, personal mail boxes (PMB) are unacceptable for a phys ine for a mailing address.				
Acceptance of Appointment By Statutory Agent**					
above-named	The undersigned hereby acknowledges and accepts the appointment as statutory agent of corporation effective this 10 day of February, of Corporation Service Company Signature: Lyntha A. Horro	the			
	Printed Name: Cynthia L. Harris				
	Asst. Secretary **(required only if a new statutory agent is being appointed)				
DI PACE MOT	. TE THIS STATEMENT INCLUDES AN ACENTE STATEMENT OF DESIGNATION THEN VOLLM	T TOTO			

PLEASE NOTE: IF THIS STATEMENT INCLUDES AN AGENT'S STATEMENT OF RESIGNATION, THEN YOU MUST ENCLOSE A FILING FEE OF \$10.00 (U.S.) MADE PAYABLE TO THE ARIZONA CORPORATION COMMISSION.

AR: 0009 Rev: 02/2003

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STATE OF Floriday

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Jonathan P. Ferrando, Senior Vice President, General Counsel and Secretary of AutoNation, Inc. ("the Company"), a corporation established under the laws of Delaware, and of the subsidiary entities shown on the list appended hereto, does hereby appoint Laura R. Dunlap and Patricia Pizzuto attorneys-in-fact for the Company and for the subsidiary entities, to act for the Company and for the subsidiary entities and in the name of the Company and of the subsidiary entities for the limited purposes authorized herein.

The Company and the subsidiary entities having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Company's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any jurisdiction.

In the execution of any documents necessary for the purposes set forth herein, Laura R. Dunlap shall exercise the power of Vice President and Patricia Pizzuto shall exercise the power of Secretary, or, in the case of entities having managers or other positions of authority rather than officers such as Vice President or Secretary, the named individuals shall act in such office and with such authority as is required to effect the changes herein contemplated.

This Power of Attorney expires upon the earlier to occur of: (i) the completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses contemplated herein, (ii) when revoked by Jonathan P. Ferrando, Senior Vice President, General Counsel and Secretary of the Company or (iii) March 31, 2004.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this $30^{\rm th}$ day of January, 2004.

AUTONATION, MC

BY:

Jonathan P. Ferrando

Senior Vice President, General Counsel and Secretary

Subscribed and sworn to before me this 30th day of January, 2004.

Notary Public

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JUDITH BERNERO
MY COMMISSION

EXPIRES: January 13, 2006
Bonded Thru Actary Public Underwriters

ARIZON SON COMMISSION CONFIDENTIONS DIVISION

AUTONATION, INC. SUBSIDIARY ENTITY LIST

-0225955-7

	<i>VARSYSS</i> , /
NAME OF ENTITY	NAME OF ENTITY
7 ROD REAL ESTATE NORTH, A LIMITED LIABILITY COMPANY	AUTONATION MOTORS OF LITHIA SPRINGS, INC.
7 ROD REAL ESTATE SOUTH, A LIMITED LIABILITY COMPANY	AUTONATION NORTH FLORIDA MANAGEMENT, LLC
ABRAHAM CHEVROLET-MIAMI, INC.	AUTONATION NORTH TEXAS MANAGEMENT GP, LLC
ABRAHAM CHEVROLET-TAMPA, INC.	AUTONATION NORTH TEXAS MANAGEMENT, LP
ACER FIDUCIARY, INC.	AUTONATION NORTHWEST MANAGEMENT, LLC
AL MAROONE FORD, LLC	AUTOMATION NORTHWEST MANAGEMENT, LLC
ALBERT BERRY MOTORS, INC.	AUTONATION ORLANDO VENTURE HOLDINGS, INC.
	AUTONATION REALTY CORPORATION
ALLIED 2000 COLLISION CENTER, INC.	AUTONATION RECEIVABLES CORPORATION
ALLISON BAVARIAN	AUTONATION RECEIVABLES FUNDING CORP.
ALL-STATE RENT A CAR, INC.	AUTONATION SOUTH FLORIDA MANAGEMENT, LLC
AMERICAN WAY MOTORS, INC.	AUTONATION SOUTH TEXAS MANAGEMENT GP, LLC
AN CORPUS CHRISTI CHEVROLET, LP	AUTONATION SOUTH TEXAS MANAGEMENT, LP
AN CORPUS CHRISTI GP, LLC	AUTONATION SOUTHEAST MANAGEMENT, LLC
AN CORPUS CHRISTI IMPORTS ADV. GP, LLC	AUTONATION SOUTHERS I MANAGEMENT, LLC
AN CORPUS CHRISTI IMPORTS GP, LLC	AUTONATION SOUTHERN CALIFORNIA MANAGEMENT, LLC
AN CORPUS CHRISTI IMPORTS, LP	AUTONATION SOUTHWEST MANAGEMENT, LLC
	AUTONATION USA CORPORATION
AN CORPUS CHRISTI T. IMPORTS GP, LLC	AUTONATION USA OF PERRINE, INC.
AN CORPUS CHRISTI T. IMPORTS, LP	AUTONATIONDIRECT.COM, INC.
AN COUNTY LINE FORD, INC.	BANKSTON AUTO, INC.
AN DEALERSHIP HOLDING CORP.	BANKSTON CHRYSLER JEEP OF FRISCO, L.P.
AN FREMONT LUXURY IMPORTS, INC.	BANKSTON CJ GP, LLC
AN LUXURY IMPORTS GP, LLC	BANKSTON FORD OF FRISCO, LTD. CO.
AN LUXURY IMPORTS OF PEMBROKE PINES, INC.	PANICTON NICCAN IN TOUTHOUTH
AN LUXURY IMPORTS OF SARASOTA, INC.	BANKSTON NISSAN IN IRVING, INC.
	BANKSTON NISSAN LEWISVILLE GP, LLC
AN LUXURY IMPORTS, LTD.	BANKSTON NISSAN LEWISVILLE, LTD.
AN PONTIAC GMC HOUSTON NORTH GP, LLC	BARGAIN RENT-A-CAR
AN PONTIAC GMC HOUSTON NORTH, LP	BATFISH, LLC
AN/CF ACQUISITION CORP.	BBCSS, INC.
AN/FGJE ACQUISITION CORP.	BEACH CITY CHEVROLET COMPANY, INC.
AN/FMK ACQUISITION CORP.	BELL DODGE, L.L.C.
AN/MF ACQUISITION CORP.	BILL AYARES CHEVROLET, LLC
AN/MNI ACQUISITION CORP.	BLEDSOE DODGE, LLC
AN/PF ACQUISITION CORP.	
AN/STD ACQUISITION CORP.	BOB TOWNSEND FORD, INC.
	BODY SHOP HOLDING CORP.
ANDERSON CHEVROLET	BOSC AUTOMOTIVE REALTY, INC.
ANDERSON CHEVROLET LOS GATOS, INC.	BROWN & BROWN CHEVROLET - SUPERSTITION SPRINGS, LLC
ANDERSON CUPERTINO, INC.	BROWN & BROWN NISSAN INC.
ANDERSON DEALERSHIP GROUP	BROWN & BROWN NISSAN MESA, L.L.C.
ANFS TEXAS INSURANCE SERVICES CORP.	BUICK MART LIMITED PARTNERSHIP
APPLEWAY CHEVROLET, INC.	BUICK MART, INC.
AUTO AD AGENCY, INC.	BULL MOTORS, LLC
AUTO CAR, INC.	
AUTO HOLDING CORP.	C. GARRETT, INC.
	CARLISLE MOTORS, LLC
AUTO MISSION, LTD.	CARWELL, LLC
AUTO NATION FINANCIAL SERVICES CORP.	CERRITOS BODY WORKS, INC.
AUTO WEST, INC.	CERRITOS IMPORTS, INC.
AUTONATION CORPORATE MANAGEMENT, LLC	CHAMPION CHEVROLET, LLC
AUTONATION DENVER MANAGEMENT, LLC	CHAMPION FORD, INC.
AUTONATION DODGE OF PEMBROKE PINES, INC.	CHARLIE HILLARD, INC.
AUTONATION DS INVESTMENTS, INC.	CHARLIE THOMAS CHEVROLET GP, LLC
AUTONATION FINANCIAL SERVICES	CHARLE THOMAS CHEVROLET LTD
AUTONATION FINANCIAL SERVICES CORP	CHARLIE THOMAS CHEVROLET, LTD.
AUTONATION FINANCIAL SERVICES CORP	CHARLIE THOMAS CHRYSLER-PLYMOUTH, INC.
AUTONATION FINANCIAL SERVICES CORP.	CHARLIE THOMAS' COURTESY FORD, LTD.
AUTONATION FINANCIAL SERVICES CORP.	CHARLIE THOMAS' COURTESY GP, LLC
AUTONATION FLOOR PLAN FUNDING CORP.	CHARLIE THOMAS COURTESY LEASING, INC.
AUTONATION FORT WORTH MOTORS, LTD.	CHARLIE THOMAS F. GP, LLC
AUTONATION GM GP, LLC	CHARLIE THOMAS FORD, LTD.
AUTONATION HOLDING CORP.	CHESROWN AUTO, LLC
AUTONATION IMPORTS OF KATY GP, LLC	CHESROWN CHEVROLET, LLC
AUTONATION IMPORTS OF KATY, L.P.	
AUTONATION IMPORTS OF LITHIA SPRINGS, INC.	CHESROWN COLLISION CENTER, INC.
ALTIONATION IMPORTS OF LONGWOOD, THE	CHESROWN FORD, INC.
AUTONATION IMPORTS OF LONGWOOD, INC.	CHEVROLET WORLD, INC.
AUTONATION IMPORTS OF PALM BEACH, INC.	CHUCK CLANCY FORD OF MARIETTA, LLC
AUTONATION IMPORTS OF WINTER PARK, INC.	CONSUMER CAR CARE CORPORATION
AUTONATION INSURANCE COMPANY, INC.	CORPORATE PROPERTIES HOLDING, INC.
AUTONATION MIDWEST MANAGEMENT, LLC	COSTA MESA CARS, INC.
AUTONATION MOTORS HOLDING CORP.	COVINGTON PIKE MOTORS, INC.

AUTONATION, INC. SUBSIDIARY ENTITY LIST

-6225955-7

	- Udd 5 456-1/
NAME OF ENTITY	NAME OF ENTITY
CT INTERCONTINENTAL GP, LLC	JOE MACPHERSON INFINITI
CT INTERCONTINENTAL, LTD. CT MOTORS, INC.	JOE MACPHERSON OLDSMOBILE
DEAL DODGE OF DES PLAINES, INC.	JOHN M. LANCE FORD, LLC J-R ADVERTISING COMPANY
DEALERSHIP PROPERTIES, INC.	JRJ INVESTMENTS, INC.
DEALERSHIP FROMERIES, INC.	J-R-M MOTORS COMPANY NORTHWEST LLC
DESERT BUICK-GMC MANAGEMENT GROUP, INC.	KING'S CROWN FORD, INC.
DESERT BUICK-GMC TRUCKS, L.L.C.	KIRKLAND PONTIAC-BUICK-GMC, INC.
DESERT CHRYSLER-PLYMOUTH, INC.	LANCE CHILDREN, INC.
DESERT DODGE, INC.	LEESBURG IMPORTS, LLC
DESERT GMC - EAST, INC.	LEESBURG MOTORS, LLC
DESERT GMC, L.L.C.	LES MARKS CHEVROLET, INC.
DESERT LINCOLN-MERCURY, INC.	LEW WEBB'S FORD, INC.
DOBBS BROTHERS BUICK-PONTIAC, INC.	LEW WEBB'S IRVINE NISSAN, INC.
DOBBS FORD OF MEMPHIS, INC.	LEWISVILLE IMPORTS GP, LLC
DOBBS FORD, INC.	LEWISVILLE IMPORTS, LTD.
DOBBS MOBILE BAY, INC.	LEXUS OF CERRITOS LIMITED PARTNERSHIP
DOBBS MOTORS OF ARIZONA, INC.	LGS HOLDING COMPANY
DODGE OF BELLEVUE, INC.	LOT 4 REAL ESTATE HOLDINGS, LLC
DON-A-VEE JEEP-EAGLE, INC.	LOU GRUBB CHEVROLET, L.L.C.
DOWNERS GROVE DODGE, INC.	LOU GRUBB CHEVROLET-ARROWHEAD, INC.
DRIVER'S MART WORLDWIDE, INC.	LOU GRUBB FORD, L.L.C.
EASTGATE FORD, INC.	MACHOWARD LEASING
ED MULLINAX FORD, LLC	MACPHERSON ENTERPRISES, INC.
EDGREN MOTOR COMPANY, INC.	MAGIC ACQUISITION CORP.
EL MONTE IMPORTS, INC.	MANHATTAN MOTORS, INC.
EL MONTE MOTORS, INC.	MARKS FAMILY DEALERSHIPS, INC.
ELMHURST AUTO MALL, INC.	MARKS TRANSPORT, INC.
ELMHURST DODGE, INC.	MAROONE CHEVROLET, LLC
EMICH CHRYSLER PLYMOUTH, LLC	MAROONE DODGE, LLC
EMICH DODGE, LLC EMICH OLDSMOBILE, LLC	MAROONE FORD, LLC
EMICH OLDSMOBILE, LLC EMICH SUBARU WEST, LLC	MAROONE OLDSMOBILE, LLC
FINANCIAL SERVICES GP, LLC	MC/RII, LLC
FINANCIAL SERVICES GP, LEC	MIDWAY CHEVROLET, INC.
FIRST TEAM AUTOMOTIVE CORP.	MIKE HALL CHEVROLET, INC.
FIT KIT, INC.	MILLER-SUTHERLIN AUTOMOTIVE, LLC MISSION BLVD. MOTORS. INC.
FLORIDA AUTO CORP.	MR. WHEELS, INC.
FORD OF GARDEN GROVE LIMITED PARTNERSHIP	MULLINAX EAST, LLC
FORD OF KIRKLAND, INC.	MULLINAX FORD NORTH CANTON, INC.
FOX BUICK ISUZU, LLC	MULLINAX INSURANCE AGENCY, INC.
FOX CHEVROLET, LLC	MULLINAX LINCOLN-MERCURY, INC.
FOX HYUNDAI, INC.	MULLINAX MANAGEMENT, INC.
FOX IMPORTS, LLC	MULLINAX OF MAYFIELD, LLC
FRED OAKLEY MOTORS, INC.	MULLINAX USED CARS, INC.
G.B. IMPORT SALES & SERVICE, LLC	NAPERVILLE IMPORTS, INC.
GENE EVANS FORD, LLC	NEWPORT BEACH CARS, LLC
GEORGE SUTHERLIN NISSAN, LLC	NICHOLS FORD, LTD.
GOLF MILL FORD, INC.	NICHOLS GP, LLC
GOVERNMENT BOULEVARD MOTORS, INC.	NORTHPOINT CHEVROLET, LLC
HAYWARD DODGE, INC.	NORTHPOINT FORD, INC.
HILLARD AUTO GROUP, INC.	NORTHWEST FINANCIAL GROUP, INC.
HORIZON CHEVROLET, INC.	ONTARIO DODGE, INC.
HOUSE OF IMPORTS, INC.	ORANGE COUNTY AUTOMOTIVE IMPORTS, LLC
HOUSTON AUTO M. IMPORTS GREENWAY, LTD.	PAYTON-WRIGHT FORD SALES, INC.
HOUSTON IMPORTS GREENWAY GP, LLC	PEYTON CRAMER AUTOMOTIVE
HOUSTON IMPORTS NORTH GP, LLC	PEYTON CRAMER FORD
HOUSTON IMPORTS NORTH GP, LLC	PEYTON CRAMER INFINITI
HUB MOTOR COMPANY, LLC	PEYTON CRAMER JAGUAR
RVINE IMPORTS, INC.	PEYTON CRAMER LINCOLN-MERCURY
RVINE TOYOTA/NISSAN/VOLVO LIMITED PARTNERSHIP	PIERCE AUTOMOTIVE CORPORATION
EMAUTCO INC.	PIERCE, LLC
ERRY GLEASON CHEVROLET, INC.	PITRE BUICK-PONTIAC-GMC OF SCOTTSDALE, INC.
ERRY GLEASON DODGE, INC.	PITRE CHRYSLER-PLYMOUTH-JEEP OF SCOTTSDALE, INC.
IM QUINLAN CHEVROLET CO.	PITRE CHRYSLER-PLYMOUTH-JEEP ON BELL, INC.
OF MACRUERCON FORD	
OE MACPHERSON FORD OE MACPHERSON IMPORTS NO. I	PITRE ISUZU-SUBARU-HYUNDAI OF SCOTTSDALE, INC. PLAINS CHEVROLET GP, LLC

AUTONATION, INC. SUBSIDIARY ENTITY LIST

-02259557

	<u> </u>
NAME OF ENTITY	NAME OF ENTITY
PLAINS CHEVROLET, LTD.	SUTHERLIN IMPORTS, LLC
PMWQ, INC.	SUTHERLIN NISSAN, LLC
PMWQ, LTD.	SUTHERLIN NISSAN, LLC (DELAWARE)
PORT CITY IMPORTS, INC.	SUTHERLIN TOWN CENTER, INC.
PORT CITY PONTIAC - GMC TRUCKS, INC.	TARTAN ADVERTISING, INC.
PRIME AUTO RESOURCES, INC.	TASHA INCORPORATED
QUALITY NISSAN GP, LLC	TAYLOR JEEP EAGLE, LLC
QUALITY NISSAN, LTD.	TEAM DODGE, INC.
R. COOP LIMITED	TERRY YORK MOTOR CARS, LTD.
R. L. BUSCHER II, INC.	TEXAN FORD SALES, LTD.
R. L. BUSCHER III, INC.	TEXAN FORD, INC.
REPUBLIC ANDERSON INVESTMENT GROUP, INC.	TEXAN LINCOLN-MERCURY, INC.
REPUBLIC DM PROPERTY ACQUISITION CORP.	TEXAN SALES GP, LLC
REPUBLIC RESOURCES COMPANY	TEXAS MANAGEMENT COMPANIES LP, LLC
RI MERGER CORP.	THE CONSULTING SOURCE INC.
RI SHELF, CORP.	THE PIERCE CORPORATION II, INC.
RI/ASC ACQUISITION CORP.	TINLEY PARK A. IMPORTS, INC.
RI/BB ACQUISITION CORP.	TINLEY PARK J. IMPORTS, INC.
RI/BRC REAL ESTATE CORP.	TINLEY PARK V. IMPORTS, INC.
RI/CC ACQUISITION CORP.	TORRANCE NISSAN, LLC
RI/DM ACQUISITION CORP.	TOUSLEY FORD, INC.
RI/HOLLYWOOD NISSAN ACQUISITION CORP.	TOWN & COUNTRY CHRYSLER JEEP, INC.
RI/LLC ACQUISITION CORP.	TOYOTA CERRITOS LIMITED PARTNERSHIP
RI/LLC-2 ACQUISITION CORP.	TRIANGLE CORPORATION
RI/PII ACQUISITION CORP.	TUSTIN AUTO VENTURE, LLC
RI/RMC ACQUISITION GP, LLC	T-WEST SALES & SERVICE, INC.
RI/RMC ACQUISITION, LTD.	VALENCIA B. IMPORTS, INC.
RI/RMP ACQUISITION CORP.	VALENCIA DODGE
RI/RMT ACQUISITION GP, LLC	VALENCIA H. IMPORTS, INC.
RI/RMT ACQUISITION, LTD.	VALENCIA LINCOLN-MERCURY, INC.
RI/SBC ACQUISITION CORP.	VALLEY CHEVROLET, LLC
RI/WFI ACQUISITION CORPORATION	VANDERBEEK MOTRES, INC.
RII MANAGEMENT COMPANY RIVT I LLC	VANDERBEEK OLDS/GMC TRUCK, INC.
RIVT I LP	VILLAGE MOTORS, LLC
RIVT II LLC	VINCE WIESE CHEVROLET, INC.
RIVT II LP	W. O. BANKSTON LINCOLN-MERCURY, INC. W. O. BANKSTON NISSAN, INC.
RIVT MANAGEMENT, INC.	WALLACE DODGE, LLC
ROSECRANS INVESTMENTS, LLC	WALLACE FORD, LLC
ROSEVILLE MOTOR CORPORATION	WALLACE LINCOLN-MERCURY, LLC
RRM CORPORATION	WALLACE LINCOLN-MERCONT, ELC. WALLACE NISSAN, LLC
RSHC, INC.	WEBB AUTOMOTIVE GROUP, INC.
SAHARA IMPORTS, INC.	WEST COLTON CARS, INC.
SAHARA NISSAN, INC.	WEST SIDE MOTORS, INC.
SANTA ANA AUTO CENTER	WESTGATE CHEVROLET GP, LLC
SAUL CHEVROLET, INC.	WESTGATE CHEVROLET GF, EEC
SERVICE STATION HOLDING CORP.	WESTMONT A. IMPORTS, INC.
SHAMROCK FORD, INC.	WESTMONT B. IMPORTS, INC.
SIX JAYS LLC	WESTMONT M. IMPORTS, INC.
SMI MOTORS, INC.	WOODY CAPITAL INVESTMENT COMPANY II
SMYTHE EUROPEAN, INC.	WOODY CAPITAL INVESTMENT COMPANY III
SOUTHWEST DODGE, LLC	WORKING MAN'S CREDIT PLAN, INC.
SPOKANE MITSUBISHI DEALERS ADVERTISING ASSOCIATION, INC.	YORK ENTERPRISES SOUTH, INC.
STAR MOTORS, LLC	
STEAKLEY CHEVROLET GP, LLC	
STEAKLEY CHEVROLET, LTD.	
STEEPLECHASE MOTOR COMPANY	
STEVE MOORE CHEVROLET DELRAY, LLC	
STEVE MOORE CHEVROLET, LLC	
STEVE MOORE, LLC	
STEVE RAYMAN PONTIAC-BUICK-GMC TRUCK, LLC	
STEVENS CREEK MOTORS, INC.	
SUNSET PONTIAC GMC, INC.	
SUPERIOR NISSAN, INC.	
SUTHERLIN CHRYSLER-PLYMOUTH JEEP-EAGLE, LLC	
SUTHERLIN H. IMPORTS, LLC	
SUTHERLIN H. IMPORTS, LLC (DELAWARE)	



CSC - Tallahassee 1201 Hays Street Tallahassee FL 32301

850 558 1500 850-558 1515

To: SECRETARY OF STATE AZ

From: Ellyn Herndon/ceh

Date: February 16, 2004

Order#: 435080/220

Re: BROWN & BROWN NISSAN INC.

Enclosed please find:

XX Change of Registered Agent and Office.

Please take the following action:

XX File in your office on a routine basis.

XX Issue Proof of Filing.

XX Return Regular Mail in the enclosed envelope.

Thank you for your assistance in this matter. If there are any problems or questions with this filing, please call our office.

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ARIZONA CORP. COMMISSION CORPORATIONS DIVISION