

Filing Fee: \$50.00



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

**APPLICATION FOR
REGISTRATION OF CORPORATE NAME**

Pursuant to the provisions of Section 7-1.2-404 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation applies for the registration of its corporate name for a period of one year from the date of this filing, and submits the following statement:

1. The name of the corporation is CarMax Auto Superstores, Inc.
2. The corporation is incorporated under the laws of Virginia
3. The date of its incorporation is 2/0/56
4. The corporation is carrying on or doing business.
5. The business in which it is engaged is motor vehicle dealer: buy, sell, lease, service, maintain, repair and finance motor vehicles
6. This application is accompanied by (a) a certificate setting forth that the corporation is in good standing under the laws of the state or territory wherein it is organized, executed by the secretary of state of the state or territory or by any other official that may have custody of the records pertaining to corporations; and (b) the required registration fee.

Under penalty of perjury, I declare and affirm that I have examined this Application for Registration of Corporate Name, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: July 31, 2007

Signature of Authorized Officer of the Corporation

Keith D. Browning, Executive Vice President

Type or Print Name of Authorized Officer

Submitted By:

Kristine Rice

Name

12800 Tuckahoe Creek Parkway

Address

Richmond, Virginia 23238

FILED

AUG 6 2007

By AMF

11-33525

12:41

Commonwealth of Virginia



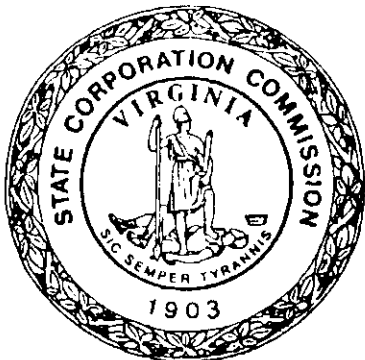
State Corporation Commission

I Certify the Following from the Records of the Commission:

CARMAX AUTO SUPERSTORES, INC. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is February 20, 1956.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
August 1, 2007*

Joel H. Peck

Joel H. Peck, Clerk of the Commission