

Filing Fee: \$150.00

ID Number: 130431



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

LIMITED LIABILITY COMPANY

**APPLICATION FOR REGISTRATION
(To Be Filed In Duplicate)**

Pursuant to the provisions of Section 7-16-49 of the General Laws, 1956, as amended, the undersigned foreign limited liability company hereby applies for a Certificate of Registration to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the limited liability company is:

UAG West Bay AM, LLC

2. The name, if different, under which it proposes to register and transact business in Rhode Island is:

3. The limited liability company is organized under the laws of Delaware

4. The date of its organization is 3-5-03

5. The period of duration of the limited liability company is (if perpetual, so state) perpetual

6. The address of the limited liability company's resident agent in Rhode Island is:

10 Weybosset Street Providence, RI 02903
(Street Address, not P.O. Box) (City/Town) (Zip Code)

and the name of the resident agent at such address is CT CORPORATION SYSTEM
(Name of Agent)

7. The secretary of state is appointed the agent of the foreign limited liability company for service of process if at any time there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence.

8. The address of any office required to be maintained in the state or other jurisdiction under the laws of which the limited liability company is organized is:

1209 Orange Street, Wilmington, DE

9. The mailing address for the limited liability company is:

2555 Telegraph Rd., Bloomfield Hills, MI 48302

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.
MAR 10 11 48 AM '03

FILED
MAR 10 2003
BY [Signature]
31374

10. The limited liability company is to be managed by:

(Check one box only)

its members or by one (1) or more managers

11. If the limited liability company has managers at the time of filing this application, please list the name and address of each manager:

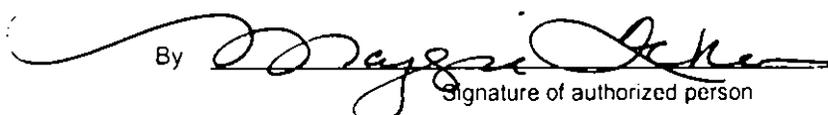
<u>Manager</u>	<u>Address</u>
United Auto Group, Inc	2555 Telegraph Rd., Bloomfield Hills, MI 48302
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

12. This application is accompanied by a certificate of good standing duly authenticated by the secretary of state or other authorized officer of the jurisdiction under which the foreign limited liability company was organized.

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

Date: March 5, 2003

UAG West Bay AM, LLC
Print Exact Name of Limited Liability Company Making Application

By  _____
Signature of authorized person
Maggie Feher, Assistant Secretary

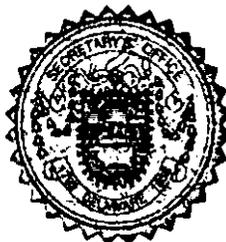
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UAG WEST BAY AM, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF MARCH, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3632337 8300

AUTHENTICATION: 2292970

030149666

DATE: 03-06-03