

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

**APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF**

BRICKELL FINANCIAL SERVICES-MOTOR CLUB, INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is BRICKELL FINANCIAL SERVICES-MOTOR CLUB, INC.

SECOND: The name which it elects to use in Rhode Island is

N/A.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of the State of Florida.

FOURTH: The date of its incorporation is April 5, 1978 and the period of its duration is perpetual unless sooner dissolved according to law.

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 225 Alcazar Avenue, Coral Gables, Florida 33134

SIXTH: The address of its proposed registered office in Rhode Island is 111 Westminster Street, Providence, Rhode Island 02903 and the name of its proposed registered agent in Rhode Island at that address is C T Corporation System

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are to engage in the business of creating and marketing automobile club memberships by offering such memberships for purchase to customers of existing automobile dealerships and finance companies engaged in commerce with the general public.

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Albert N. Hutchinson	Director	6001 Granada Blvd., Coral Gables, Fla. 33146
	Director	
	Director	
Albert N. Hutchinson	President	6001 Granada Blvd., Coral Gables, Fla. 33146
Dennis M. Fantis	Vice President	401 Como Ave., Coral Gables, Fla. 33146
Sandra Hutchinson	Secretary	6001 Granada Blvd., Coral Gables, Fla. 33146
Sandra Hutchinson	Treasurer	6001 Granada Blvd., Coral Gables, Fla. 33146

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
50	Common	N/A	No par value

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
25	Common	N/A	No par value

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ Approximately \$416,000.00.

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 0.

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ Approximately \$616,000.00.

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 20,000.00.

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated. Attached.

Dated October 28, 19 85

Brickell Financial Services-Motor Club, Inc.

[Exact Corporate Name of Corporation Making Application]

By Albert N. Hutchinson
Its President
and Sandra Hutchinson
Its Secretary

STATE OF FLORIDA

COUNTY OF DADE

} Sc.

At Coral Gables, in said County on the 28 day
of October, November 19 85, before me personally appeared
Albert N. Hutchinson, who being by me first duly sworn, declared that
he is the President of Brickell Financial Services-Motor Club, Inc.,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

Notary Public

(NOTARIAL SEAL)

Notary Public, State of Florida at Large
My Commission Expires November 28, 1986
Bonded thru Maynard Bonding Agency

36731

12/11/85 PAID
685R 0217A001 05:00

DEC 9 1985

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation, as amended to date, of BRICKELL FINANCIAL SERVICES-MOTOR CLUB, INC., a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is 567851.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
21st day of August, 1985.



George Firestone
Secretary of State