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**Apr 22 1997 8:00am  
Secretary of State**

**PROFIT CORPORATION ANNUAL REPORT 1997**



FLORIDA DEPARTMENT OF STATE  
**Sandra B. Mortham**  
Secretary of State  
DIVISION OF CORPORATIONS

**DOCUMENT # F96000005655 (3)**

1. Corporation Name  
**AUTO-BY-TEL CORPORATION**



Principal Place of Business: **18872 MACARTHUR BOULARD SUITE 200 IRVINE CA 92612-1400**  
Mailing Address: **18872 MACARTHUR BOULARD SUITE 200 IRVINE CA 92612**

3. Date Incorporated or Qualified: **10/31/1996**  
3a. Date of Last Report

2. Principal Place of Business (21-24):  
2a. Mailing Address (26-29):  
22. Suite, Apt. #, etc. (27):  
23. City & State (28):  
24. Zip (29), Country (30)

4. FEI Number: **33-0711569**  
Applied For:  Not Applicable  
5. Certificate of Status Desired:  **\$8.75 Additional Fee Required**  
6. Election Campaign Financing Trust Fund Contribution:  **\$5.00 May Be Added to Fees**  
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes:  Yes  No

9. Name and Address of Current Registered Agent  
**C T CORPORATION SYSTEM  
1200 SOUTH PINE ISLAND ROAD  
PLANTATION FL 33324**

10. Name and Address of New Registered Agent  
81. Name  
82. Street Address (P.O. Box Number is Not Acceptable)  
83.  
84. City: **FL** 85. Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) DATE: \_\_\_\_\_

12. OFFICERS AND DIRECTORS

TITLE	CCOB	<input type="checkbox"/> DELETE
NAME	BEDROSIAN, JOHN C	
STREET ADDRESS	18872 MACARTHUR BLVD 2ND FL	
CITY-ST-ZIP	IRVINE CA 92612-1400	
TITLE	PCEO	<input type="checkbox"/> DELETE
NAME	ELLIS, PETER	
STREET ADDRESS	18872 MACARTHUR BLVD 2ND FL	
CITY-ST-ZIP	IRVINE CA 92612-1400	
TITLE	EVD	<input type="checkbox"/> DELETE
NAME	GRIMES, ROBERT S	
STREET ADDRESS	18872 MACARTHUR BLVD 2ND FL	
CITY-ST-ZIP	IRVINE CA 92612-1400	
TITLE	CFOS	<input type="checkbox"/> DELETE
NAME	MACDONALD, BRIAN B	
STREET ADDRESS	18872 MACARTHUR BLVD 2ND FL	
CITY-ST-ZIP	IRVINE CA 92612-1400	
TITLE	VDOO	<input type="checkbox"/> DELETE
NAME	ELLSPERMANN, W R	
STREET ADDRESS	18872 MACARTHUR BLVD 2ND FL	
CITY-ST-ZIP	IRVINE CA 92612-1400	
TITLE	D	<input type="checkbox"/> DELETE
NAME	COATS, JEFFREY H	
STREET ADDRESS	260 LONG RIDGE ROAD	
CITY-ST-ZIP	STAMFORD CT 06927	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	<b>V.P. Finance</b>
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: **BLONSTINE REQUIRED**  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date: \_\_\_\_\_ Daytime Phone #: \_\_\_\_\_

CR2E034 (9/96)

### Officers of Auto-By-Tel Corporation

Name	Title	Soc.Sec.#	Business Address	Phone
Peter R. Ellis	President, Chief Executive Officer	548-62-6746	18872 MacArthur Blvd., #200 Irvine, CA 92612-1400	714-225-4500
Robert S. Grimes	Executive Vice President	102-34-9984	18872 MacArthur Blvd., #200 Irvine, CA 92612-1400	714-225-4500
John M. Markovich	SVP Finance, Chief Financial Officer	289-50-9891	18872 MacArthur Blvd., #200 Irvine, CA 92612-1400	714-225-4500
Brian B. MacDonald	VP Finance, Treasurer	572-21-5679	18872 MacArthur Blvd., #200 Irvine, CA 92612-1400	714-225-4500
Mark W. Lorimer	VP, General Counsel, Secretary	069-54-0928	18872 MacArthur Blvd., #200 Irvine, CA 92612-1400	714-225-4500
W. Randolph Ellspermann	Sr. VP, Asst. Secretary	317-44-7780	18872 MacArthur Blvd., #200 Irvine, CA 92612-1400	714-225-4500
Michael J. Lowell	Sr. VP, Asst. Secretary	567-31-7340	18872 MacArthur Blvd., #200 Irvine, CA 92612-1400	714-225-4500

## Directors of Auto-By-Tel Corporation

Name	Business Address	Business Phone
John Bedrosian	18872 MacArthur Blvd., #200 Irvine, CA 92612-1400	(714) 225-4500
Peter R. Ellis	18872 MacArthur Blvd., #200 Irvine, CA 92612-1400	(714) 225-4500
Robert S. Grimes	152 West 57th Street New York, NY 10019	(212) 956-7168
Michael Fuchs	9 West 57th Street, #4220 New York, New York 10019	(212) 512-1364
Jeffrey H. Coats	260 Long Ridge Road Stamford, CT 06927	(203) 357-3317