



THE UNITED STATES
CORPORATION
COMPANY

301612

ACCOUNT NO. : 072100000032

REFERENCE : 641309 7111512

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 35.00

ORDER DATE : December 18, 1997

ORDER TIME : 12:21 PM

ORDER NO. : 641309

CUSTOMER NO: 7111512

900002377979-7

CUSTOMER: Ms. Stephanie A. Thomas
Coach Usa
One Riverway
Suite 600
Houston, TX 770561903

CHANGE OF AGENT

NAME: AAA AUTO LEASING, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Stephanie Stscherban

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 DEC 19 PM 3:50

APPROVED
AND
FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 DEC 19 PM 2:39

RECEIVED

301612
12/19/97
JPS

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State Florida.

1a. The name of the corporation is: _____
AAA AUTO LEASING, INC.

1b. Date of incorporation: 2-7-66 Document number 301612

2. The name and address of the current registered agent and office:
SGMUND ZILBER

1995 N.E. 142ND STREET NORTH MIAMI FL 33161

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

CORPORATION SERVICE COMPANY

1201 Hays Street, Tallahassee, Florida 32301

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Stephanie Thomas
SIGNATURE
12/12/97
DATE

STEPHANIE THOMAS
ASST. SECRETARY

Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

CORPORATION SERVICE COMPANY
SIGNATURE BY: Karen B. Rozar
Karen B. Rozar, As Its Agent
DATE 12-19-97

97 DEC 19 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED