

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 20 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # 301612 (8)

1. Corporation Name

AAA AUTO LEASING INC

Principal Place of Business

1995 N.E. 142ND STREET
NORTH MIAMI FL 33181-1505

Mailing Address

~~1995 N.E. 142ND STREET~~
~~NORTH MIAMI FL 33181-1505~~
One Riverway Suite 508
Houston TX
77056



DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified	
02/07/1966	
4. FEI Number	Applied For
59-1158211	Not Applicable
5. Certificate of Status Desired	\$8.75 Additional Fee Required
<input type="checkbox"/>	
6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
<input type="checkbox"/>	
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.	
<input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
ZILBER, SIGMUND 1995 N.E. 142ND ST NORTH MIAMI FL 33181		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

Signature, typed or printed name of registered agent and fee if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	\$	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	STEINBERG, EDWARD	1.2 NAME	
STREET ADDRESS	1995 N.E. 142ND ST	1.3 STREET ADDRESS	
CITY-ST-ZIP	NORTH MIAMI FL	1.4 CITY-ST-ZIP	
TITLE	T	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ZILBER, SIGMUND	2.2 NAME	
STREET ADDRESS	1995 N.E. 142ND ST	2.3 STREET ADDRESS	
CITY-ST-ZIP	NORTH MIAMI FL	2.4 CITY-ST-ZIP	
TITLE	P	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ZILBER, MARTIN	3.2 NAME	
STREET ADDRESS	1995 NE 142 ST	3.3 STREET ADDRESS	
CITY-ST-ZIP	N MIAMI FL 33181	3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I 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

CR2E034 (10/97)

AAA Auto Leasing, Inc.

Stephanie Thomas **Assistant Corporate Secretary**

Primary Address: Coach USA, Inc.
One Riverway, Suite 500
Houston, TX 77056-1903 USA

Raymond Turner **Treasurer**

Primary Address: Coach USA, Inc.
One Riverway, Suite 500
Houston, TX 77056-1903 USA

Assistant Corporate Secretary

Primary Address: Coach USA, Inc.
One Riverway, Suite 500
Houston, TX 77056-1903 USA

Steve Zellers **Assistant Corporate Secretary**

Primary Address: Coach USA, Inc.
One Riverway, Suite 500
Houston, TX 77056-1903 USA

Martin G. Zilber **President**

Primary Address: Metro Transportation Services, Inc.
1995 Northeast 142nd Street
North Miami, FL 33181 USA

Directors, Officers Report

AAA Auto Leasing, Inc.

April 29, 1998

DIRECTORS

Douglas M. Cerny **Director**
Primary Address: Coach USA, Inc.
One Riverway, Suite 500
Houston, TX 77056-1903 USA

Richard H. Kristinik **Director**
Primary Address: Coach USA, Inc.
One Riverway, Suite 500
Houston, TX 77056-1903 USA

John Mercadante, Jr. **Director**
Primary Address: Coach USA, Inc.
One Riverway, Suite 500
Houston, TX 77056-1903 USA

OFFICERS

Douglas M. Cerny **Vice President**
Primary Address: Coach USA, Inc.
One Riverway, Suite 500
Houston, TX 77056-1903 USA

Corporate Secretary
Primary Address: Coach USA, Inc.
One Riverway, Suite 500
Houston, TX 77056-1903 USA

Lawrence King **Chief Financial Officer**
Primary Address: Coach USA, Inc.
One Riverway, Suite 500
Houston, TX 77056 USA

Richard H. Kristinik **Chief Executive Officer**
Primary Address: Coach USA, Inc.
One Riverway, Suite 500
Houston, TX 77056-1903 USA