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December 20, 1996

VIA FEDERAL EXPRESS

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399
Attn: Limited Partnership

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-12/24/96--01100--002
***1750.00 ***1750.00

RE: Supplemental Affidavit of Capital Contributions of Manheim Remarketing Limited Partnership

Dear Sir or Madam:

To effect the filing of the required Supplemental Affidavit of Capital Contributions of Manheim Remarketing Limited Partnership, a Florida Limited Partnership (the "Partnership"), enclosed please find the following items:

1. One original and one conformed copy of the Supplemental Affidavit of Capital Contributions of the Partnership; and
2. A check in the amount of \$1,750.00 in payment of the relevant fees.

Please acknowledge receipt of these documents by stamping "Filed" on the copy of the Affidavit and returning it to me in the enclosed self addressed stamped envelope. If you have any questions regarding this filing, please call me at (770) 901-8846.

FILED
DEC 23 PM 1:13
TALLAHASSEE, FLORIDA

Very truly yours,


Courtney G. Lytle

Name	
Availability	
Document Examiner	
Updater	CGI/ad
Enclosures	
Adm. Agreement	DCC
W. P. Verifier	DCC

42744-1

TC
\$228,425,000.00

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SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned affiant, Michael J. Langhorne being duly sworn, does hereby certify that he is the Asst. Secretary of Arizona Auction Services, Inc., constituting the sole General Partner of Manheim Remarketing Limited Partnership, a Florida limited partnership (the "Partnership"), and does further certify as follows:

1. The Certificate of Limited Partnership of the Partnership was filed with the Florida Department of State on May 31, 1996.

2. An Amended and Restated Certificate of Limited Partnership of the Partnership was filed with the Florida Department of State on July 17, 1996 and the Affidavit of Capital Contributions that accompanied the Certificate of Limited Partnership stated that the amount of the capital contributions of the Limited Partners was \$1,000 and the amount of capital contributions anticipated to be contributed by the Limited Partners was \$1,000.

2. The amount of the actual capital contributions of the Limited Partners, as stated on the Supplemental Affidavit of Capital Contributions which was filed with the Florida Secretary of State on June 4, 1996, is \$5,647,043.75.

4. The current amount of capital contributions of the Limited Partners is increased by \$222,777,956.25, and the current total capital contributions of the Limited Partners is \$228,425,000.00.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare this 18th day of December, 1996, that I have read the foregoing and that the facts alleged to be true are true to the best of my knowledge and belief.

ARIZONA AUCTION SERVICES, INC.
General Partner

By: Michael J. Langhorne
Title: Asst. Secretary

ACKNOWLEDGMENT

STATE OF GEORGIA

Gwinnett
COUNTY OF ~~DEKALB~~

This the 18th day of December, 1996, personally came before me Michael J. Langham who, being by me duly sworn, says that he is the Asst. Secretary of Arizona Auction Services, Inc., the General Partner of Manheim Remarketing Limited Partnership and that the above writing was signed and sealed by him, on behalf of said corporation, by its authority duly given, and the said Asst. Secretary acknowledged the said writing to be the act and deed of said corporation.

Bernice B. Vent
Notary Public

My Commission Expires:

Notary Public, Gwinnett County, Georgia
My Commission Expires Oct. 16, 1999

[NOTARIAL SEAL]