



THE UNITED STATES
CORPORATION
COMPANY

F93000004029

ACCOUNT NO. : 072100000032

REFERENCE : 122006 5123330

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 35.00

ORDER DATE : February 3, 1999

ORDER TIME : 10:29 AM

ORDER NO. : 122006-255

CUSTOMER NO: 5123330

700002768157--9

CUSTOMER: Ms. Heather Bellville
Cox Enterprises, Inc
1400 Lake Hearn Drive
Atlanta, GA 30319

CHANGE OF AGENT

NAME: MANHEIM AUTOMOTIVE FINANCIAL
SERVICES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Robert Turner

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 FEB -8 PM 2:54

FILED

RECEIVED
99 FEB -8 PM 2:37
DIVISION OF CORPORATION

See 2/9

*** FILING FEE: \$35.00 ***

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 Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: MANHEIM AUTOMOTIVE FINANCIAL SERVICES, INC.

2. The mailing address of the corporation is: 1400 LAKE HEARN DRIVE
ATLANTA, GA 30319

3. Date of incorporation/qualification: September 3, 1993 Document number: F93000004029

4. The name and address of the current registered agent and office:

CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

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

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

FILED
FEB - 8 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FL 32301

The street address of its registered office 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.

JAN 20 1999

[Signature]
(Signature of an officer, chairman or vice chairman of the board)

(Date)

ANDREW A. MERDEK, Secretary

(Printed or typed name and title)

(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, 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
Karen B. Rozar
(Signature of Registered Agent)

2-3-99
(Date)

If signing on behalf of an entity:

KAREN B. ROZAR

Assistant Vice President

(Typed or Printed Name)

(Capacity)