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Apr 03 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # F93000004579 (9)

1. Corporation Name
JAYHAWK ACCEPTANCE CORPORATION



Principal Place of Business: 13455 NOEL ROAD, L.B. 23 DALLAS TX 75240
 Mailing Address: 13455 NOEL ROAD, L.B. 23 DALLAS TX 75240-6820

3. Date Incorporated or Qualified: 10/11/1993
 3a. Date of Last Report: 05/01/1996
 4. FEI Number: 75-2486444
 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

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

9. Name and Address of Current Registered Agent
CT 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: *Robert J. Kelly* **Robert J. Kelly, VP & Controller** 3/19/97
 (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	<input type="checkbox"/> DELETE
P	WESCOTT, CARL	13455 NOEL ROAD LB 23	DALLAS TX	<input type="checkbox"/>
CD	SMARTT, MICHAEL	13455 NOEL ROAD LB 23	DALLAS TX	<input type="checkbox"/>
PD	POLLARD, JOE	13455 NOEL ROAD LB 23	DALLAS TX	<input type="checkbox"/>
V	KELLY, ROBERT J	13455 NOEL ROAD LB 23	DALLAS TX	<input type="checkbox"/>
D	MONTOYA, REGINA	13455 NOEL ROAD LB 23	DALLAS TX	<input type="checkbox"/>
D	TOLLESON, JOHN	13455 NOEL ROAD LB 23	DALLAS TX	<input type="checkbox"/>

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	<input type="checkbox"/> Change	<input type="checkbox"/> Addition
See Attached schedule					

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; that 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 in an attachment with an address.

SIGNATURE: *Robert J. Kelly* **Robert J. Kelly** 3/31/97 214-754-1026
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR DATE Daytime Phone #

CR2E034 (9/96)

Jayhawk Acceptance Corporation

Business Addresses

Directors:

Carl Westcott, Chairman
Jayhawk Acceptance Corporation
13455 Noel Road, Suite 1800
Dallas, Texas 75240

John C. Tolleson

First USA
1601 Elm Street
Thanksgiving Tower, 47th Floor
Dallas, Texas 75201

Dan W. Cook, III

Goldman Sachs
100 Crescent Court, Suite 1000
Dallas, Texas 75201

C. Gregory Earls

U. S. Viewing Corporation
21 DuPont Circle, N.W., Suite 400
Washington, D. C. 20036

John D. Curtis

First Extended Service Corporation
13455 Noel Road, Suite 900
Dallas, Texas 75240

Regina T. Montoya

Work Rules
5489 Blair Road, Suite 550
Dallas, Texas 75231

Joe Pollard, III

13723 Creekside Place
Dallas, Texas 75240

Jack T. Smith

President and COO
Jayhawk Acceptance Corporation
13455 Noel Road, Suite 1800
Dallas, Texas 75240

Officers:

Carl Westcott
Chairman of the Board and CEO
Jayhawk Acceptance Corporation
13455 Noel Road, Suite 1800
Dallas, Texas 75240

Jack T. Smith

President and COO
Jayhawk Acceptance Corporation
13455 Noel Road, Suite 1800
Dallas, Texas 75240

C. Fred Jackson

Senior Vice President and CFO
Jayhawk Acceptance Corporation
13455 Noel Road, Suite 1800
Dallas, Texas 75240

Robert J. Kelly

Vice President, Controller & Asst. Secretary
Jayhawk Acceptance Corporation
13455 Noel Road, Suite 1800
Dallas, Texas 75240

Mark A. Taken

Secretary
Jayhawk Acceptance Corporation
13455 Noel Road, Suite 1800
Dallas, Texas 75240