

PROFIT
CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

FILED
Feb 19, 1999 8:00 am
Secretary of State

02-19-1999 90102 009 ***150.00

1. Corporation Name
WORLD OMNI RETAIL FUNDING, INC.

| Principal Place of Business | Mailing Address |
|---|---|
| 100 NW 12TH AVE DEERFIELD BEACH FL 33442 | 111 NW 12TH AVE DEERFIELD BEACH FL 33442 US |

DO NOT WRITE IN THIS SPACE

| | | | | | | | |
|---|--|------------------------|--|--|--|--------------------------------|--|
| 2. Principal Place of Business | | 2a. Mailing Address | | 4. FEI Number | | Applied For | |
| | | 2b. 111 NW 12th Avenue | | 65-0688776 | | Not Applicable | |
| Suite, Apt. #, etc. | | Suite, Apt. #, etc. | | 5. Certificate of Status Desired <input type="checkbox"/> | | \$8.75 Additional Fee Required | |
| | | | | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | | \$5.00 May Be Added to Fees | |
| City & State | | City & State | | 8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No | | | |
| Zip | | Zip | | | | | |
| Country | | Country | | | | | |
| 25 33442 | | 29 33442 | | 30 | | | |
| 9. Name and Address of Current Registered Agent | | | | 10. Name and Address of New Registered Agent | | | |

**C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324**

| | |
|----|--|
| 81 | Name |
| 82 | Street Address (P.O. Box Number is Not Acceptable) |
| 83 | |
| 84 | City |
| 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 title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE _____

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|---|---|---|
| TITLE | T <input type="checkbox"/> DELETE | 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | TUCKER, ALLEN A | 1.2 NAME | |
| STREET ADDRESS | 100 NW 12TH AVENUE | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | DEERFIELD BEACH FL | 1.4 CITY-ST-ZIP | |
| TITLE | D <input type="checkbox"/> DELETE | 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | MORAN, PATRICIA G | 2.2 NAME | |
| STREET ADDRESS | 100 NW 12TH AVE | 2.3 STREET ADDRESS | See Attached |
| CITY-ST-ZIP | DEERFIELD BEACH FL 33442 | 2.4 CITY-ST-ZIP | |
| TITLE | PD <input checked="" type="checkbox"/> DELETE | 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | SMITH, DARYL P | 3.2 NAME | |
| STREET ADDRESS | 100 NW 12TH AVE | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP | DEERFIELD BEACH FL 33442 | 3.4 CITY-ST-ZIP | |
| TITLE | D <input type="checkbox"/> DELETE | 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | WHEELER, CHRISTOPHER | 4.2 NAME | |
| STREET ADDRESS | 2225 GLADES RD | 4.3 STREET ADDRESS | |
| CITY-ST-ZIP | BOCA RATON FL 33431 | 4.4 CITY-ST-ZIP | |
| TITLE | D <input type="checkbox"/> DELETE | 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | BOWER, MARK | 5.2 NAME | |
| STREET ADDRESS | 1901 MAIN ST, SUITE 1400 | 5.3 STREET ADDRESS | |
| CITY-ST-ZIP | COLUMBIA SC 29202 | 5.4 CITY-ST-ZIP | |
| TITLE | D <input type="checkbox"/> DELETE | 6.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | BROWN, COLIN W | 6.2 NAME | |
| STREET ADDRESS | 100 NW 12TH AVE | 6.3 STREET ADDRESS | |
| CITY-ST-ZIP | DEERFIELD BEACH FL 33442 | 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, with all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

John J. Whelan, Secretary

Nat

Daytime Phone # _____

CR2E034 (11/98)

F 960000050

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Feb 19, 1999 8:00 am
Secretary of State

02/05/99

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OFFICERS AND DIRECTORS WITH BUSINESS ADDF

World Omni Retail Funding, Inc.

| Name | Title | Business |
|------------------------------|----------------------------------|---|
| A. Tucker Allen | Treasurer | 100 NW 12th Avenue Deerfield Beach, FL 33442 |
| Mark D. Bower, Esq. | Director | Berry, Adams, Quackenbush & Dunbar 1901 Main Street, Suite 1400 Columbia, SC 29202 |
| Jon A. Brilliant | Assistant Secretary | 111 NW 12th Avenue Deerfield Beach, FL 33443 |
| Alan J. Browdy | Vice President | 100 NW 12th Avenue Deerfield Beach, FL 33442 |
| Colin W. Brown, Esq. | Director | 100 NW 12th Avenue Deerfield Beach, FL 33442 |
| Frani B. DeJaco, Esq. | Vice President & General Counsel | 120 NW 12th Avenue Deerfield Beach, FL 33442 |
| Arthur J. Mirandi, Jr. | Assistant Treasurer | 100 NW 12th Avenue Deerfield Beach, FL 33442 |
| Patricia G. Moran | Director | 100 NW 12th Avenue Deerfield Beach, FL 33442 |
| Patrick C. Ossenbeck | Assistant Treasurer | 100 NW 12th Avenue Deerfield Beach, FL 33442 |
| Brick A. Toifel | Assistant Secretary | 6150 Omni Park Drive Mobile, AL 36609 |
| Christopher C. Wheeler, Esq. | Director | Proskauer Rose Goetz & Mendelsohn LLP 2255 Glades Road, Suite 340 West Boca Raton, FL 33431 |
| John J. Whelan | Secretary | 100 NW 12th Avenue Deerfield Beach, FL 33442 |