

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

FILED  
Feb 24 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F97000003762 (8)

1. Corporation Name

ATLANTIC AUTO SECOND FUNDING CORPORATION



Principal Place of Business C/O ATLANTIC AUTO FINANCE CORPORATION 800 PERINTON HILLS OFFICE PARK FAIRPORT NY 14450-3617	Mailing Address C/O ATLANTIC AUTO FINANCE CORPORATION 800 PERINTON HILLS OFFICE PARK FAIRPORT NY 14450-3617
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/18/1997	
21	PO Box 1502	26	PO Box 1502	4. FEI Number 16-1502671	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		Applied For Not Applicable	
22		27		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
City & State		City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
23	Fairport, NY	28	Fairport, NY	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
24	Zip	25	Country		
29	14450	30	Country		

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

FL

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 the applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	Assistant Secretary
NAME	HARRISON, RICHARD J	1.2 NAME	Gregory F. Brett
STREET ADDRESS	800 PERINTON HILLS OFFICE PARK	1.3 STREET ADDRESS	800 Perinton Hills Office Park
CITY-ST-ZIP	FAIRPORT NY 14450	1.4 CITY-ST-ZIP	Fairport, NY 14450
TITLE	DV	2.1 TITLE	Vice President
NAME	O'CONNOR, SUZANNE A	2.2 NAME	Linda K. Stewart
STREET ADDRESS	800 PERINTON HILLS OFFICE PARK	2.3 STREET ADDRESS	375 Park Avenue, Suite 1908
CITY-ST-ZIP	FAIRPORT NY 14450	2.4 CITY-ST-ZIP	New York, NY 10152
TITLE	ST	3.1 TITLE	Mary F. Hurlburt
NAME	ANDERSON, ROBERT M	3.2 NAME	Secretary, Treasurer
STREET ADDRESS	800 PERINTON HILLS OFFICE PARK	3.3 STREET ADDRESS	800 Perinton Hills Office Park
CITY-ST-ZIP	FAIRPORT NY 14450	3.4 CITY-ST-ZIP	Fairport, NY 14450
TITLE	DV	4.1 TITLE	
NAME	PEARSE, WARREN E III	4.2 NAME	
STREET ADDRESS	66 STONE ISLAND LANE	4.3 STREET ADDRESS	
CITY-ST-ZIP	PENFIELD NY 14526	4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
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: [Signatures] 7-16-421-1952

CR2E034 (10/97)