

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

**FILED**  
**Feb 24 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> 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 <b>C/O ATLANTIC AUTO FINANCE CORPORATION                  800 PERINTON HILLS OFFICE PARK                  FAIRPORT NY 14450-3617</b>	Mailing Address <b>C/O ATLANTIC AUTO FINANCE CORPORATION                  800 PERINTON HILLS OFFICE PARK                  FAIRPORT NY 14450-3617</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>07/18/1997</b>	
21		26	<b>PO Box 1502</b>	4. FEI Number <b>16-1502671</b>	Applied For Not Applicable
22 Suite, Apt #, etc.		27 Suite, Apt #, etc.		5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
23 City & State		28 <b>Fairport, NY</b>		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	
24 Zip	25 Country	29 Zip	30 Country	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	
		<b>14450</b>			

9. Name and Address of Current Registered Agent <b>C T CORPORATION SYSTEM                  1200 SOUTH PINE ISLAND ROAD                  PLANTATION FL 33324</b>				10. Name and Address of New Registered Agent	
				81	Name
				82	Street Address (P.O. Box Number is Not Acceptable)
				83	
				84	City
				<b>FL</b>	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 \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

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

CF2E034 (10/97)