

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 # F97000003763 (6)
1. Corporation Name
ATLANTIC AUTO 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		26	PO Box 1502	4. FEI Number 16-1480801	Applied For <input type="checkbox"/> Not Applicable
22	Suite, Apt. #, etc.	27	Suite, Apt. #, etc.	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	City & State	28	City & State Fairport, NY 14450	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Zip	29	Zip	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	
25	Country	30	Country		

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				10. Name and Address of New Registered Agent	
				B1	Name
				B2	Street Address (P.O. Box Number is Not Acceptable)
				B3	
				B4	City
				B5	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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	HARRISON, RICHARD J	1.2 NAME	Assistant Secretary
STREET ADDRESS	800 PERINTON HILLS OFFICE PARK	1.3 STREET ADDRESS	Gregory F. Brett
CITY-ST-ZIP	FAIRPORT NY 14450	1.4 CITY-ST-ZIP	800 Perinton Hills Office Park
TITLE	DV <input type="checkbox"/> DELETE	2.1 TITLE	Fairport, NY 14450 <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	O'CONNOR, SUZANNE A	2.2 NAME	
STREET ADDRESS	800 PERINTON HILLS OFFICE PARK	2.3 STREET ADDRESS	
CITY-ST-ZIP	FAIRPORT NY 14450	2.4 CITY-ST-ZIP	
TITLE	TS <input checked="" type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ANDERSON, ROBERT M	3.2 NAME	
STREET ADDRESS	800 PERINTON HILLS OFFICE PARK	3.3 STREET ADDRESS	
CITY-ST-ZIP	FAIRPORT NY 14450	3.4 CITY-ST-ZIP	
TITLE	DV <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PATRIC, LOWELL C	4.2 NAME	
STREET ADDRESS	20 PARK FOREST DRIVE	4.3 STREET ADDRESS	
CITY-ST-ZIP	PITTSFORD NY 14534	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 _____

CR2E034 (10/97)