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PROFIT CORPORATION ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # F97000004234			
1. Corporation Name MANHEIM'S DEALER SUPPORT SERVICES, INC.			
Principal Place of Business 1400 LAKE HEARN DR. ATLANTA GA 30319		Mailing Address 1400 LAKE HEARN DR. ATLANTA GA 30319	
2. Principal Place of Business		2a. Mailing Address	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.	
22 City & State		27 City & State	
23 Zip Country		28 Zip Country	
24		25	
29		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 CSC 82 Street Address (P.O. Box Number is Not Acceptable) 83 CHANGE IN PROGRESS 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 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 DP NAME BERRY, G. DENNIS STREET ADDRESS 1400 LAKE HEARN DR. CITY-ST-ZIP ATLANTA GA 30319		1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	
TITLE DV NAME CECCOLI, DARRYL M STREET ADDRESS 1400 LAKE HEARN DR. CITY-ST-ZIP ATLANTA GA 30319		2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	
TITLE DVT NAME GARTIN, ROBERT E STREET ADDRESS 1400 LAKE HEARN DR. CITY-ST-ZIP ATLANTA GA 30319		3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	
TITLE DS NAME MERDEK, ANDREW A STREET ADDRESS 1400 LAKE HEARN DR. CITY-ST-ZIP ATLANTA GA 30319		4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	
TITLE ASAT NAME LANGHORNE, MICHAEL J STREET ADDRESS 1400 LAKE HEARN DR. CITY-ST-ZIP ATLANTA GA 30319		5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	
TITLE NAME STREET ADDRESS CITY-ST-ZIP		6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 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 ANDREW A. MERDEK

Date 2/16/99 Daytime Phone # 404-843-5000

CR2F034-11/091