

GARDNER, WILKES, SHAHEEN & CANDELORA

ATTORNEYS AT LAW

TED R. TAMARGO

2650 SUNTRUST FINANCIAL CENTRE  
401 EAST JACKSON STREET  
TAMPA, FLORIDA 33602

TELEPHONE (813) 221-8000  
FACSIMILE (813) 229-1597  
E-MAIL: TTAMARGO@GWSC.COM

MAILING ADDRESS:  
POST OFFICE BOX 1810  
TAMPA, FLORIDA 33601-1810

December 15, 1998

Corporate Records Bureau  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

100002715861-63  
-12/18/98-01054-008  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Auto Lines Finance Company, Inc.  
- Our File No. 96-0413

Dear Sir or Madam:

Enclosed please find an original and one copy of a Change of Registered Agent and Registered Office and a corresponding Acceptance of Service as Registered Agent for the above-captioned corporation. Also enclosed is this firm's check in the amount of \$35.00, made payable to the Secretary of State, to cover the applicable filing fee.

Please file the original Change of Registered Agent, place your file stamp on the copy, and return the stamped copy to our office in the enclosed, self-addressed, postage-paid envelope.

Thank you for your assistance in this matter.

Respectfully submitted,

Ted R. Tamargo

FILED  
98 DEC 18 PM 1:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TRT/cm

Enclosures

cc: Mr. John K. Handel

CM  
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3P8  
RACU  
12-18-98

**CHANGE OF REGISTERED AGENT  
AND REGISTERED OFFICE  
OF  
AUTO LINES FINANCE COMPANY INC.**

Pursuant to Florida Statutes § 607.0502, the above named corporation hereby requests that the following change in registered agent and registered office be made:

Name of current registered agent:	John K. Handel
Address of current registered office:	635 93rd Avenue North St. Petersburg, Florida 33702
Name of successor registered agent:	Merritt A. Gardner
Address of new registered office:	2650 SunTrust Financial Centre 401 East Jackson Street Tampa, Florida 33602

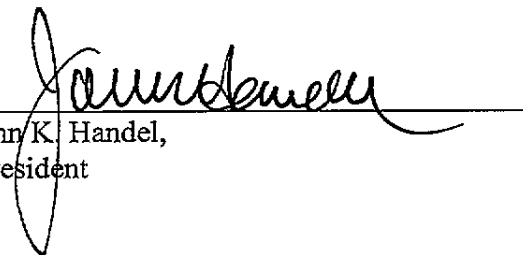
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In connection with the above changes, the corporation states that:

- (1) The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.
- (2) These changes were authorized by resolution duly adopted by the Board of Directors of John Handel & Associates, Inc.

DATED this 10 day of December, 1998.

**AUTO LINES FINANCE COMPANY, INC.**

By:   
John K. Handel,  
President

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

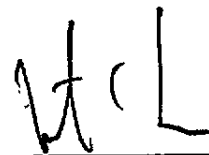
MERRITT A. GARDNER, having been named as registered agent to accept service of process for the above named corporation at the registered office designated below, hereby agrees and consents to act in that capacity.

Registered office:

2650 SunTrust Financial Centre  
401 East Jackson Street  
Tampa, Florida 33602

The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 14 day of December, 1998.

A handwritten signature in black ink, appearing to be 'MAG' or similar, written above a horizontal line.

MERRITT A. GARDNER