


File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

<b>LIMITED LIABILITY COMPANY</b> <b>ANNUAL REPORT</b> <b>1998</b>		 <b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS		<b>FILED</b> <b>98 MAY -4 AM 10:06</b> <b>SECRETARY OF STATE</b> <b>TALLAHASSEE, FLORIDA</b>	
<b>FILING FEE \$ 188.75</b> Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE					
1. Name and Mailing Address of Limited Liability Company <b>DOCUMENT # M97000000053</b> <b>AMERICAN RETAIL CREDIT SERVICES, L.L.C.</b> <b>148 NORTH UNIVERSITY DRIVE</b> <b>PEMBROKE PINES FL 33024</b>				1a. Principal Place of Business Address <b>148 NORTH UNIVERSITY DRIVE</b> <b>PEMBROKE PINES FL 33024</b>	
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip		2a. Mailing Address <b>National Processing Ctr</b> <b>Attn: Christine Barfield</b> <b>6251 Crooked Creek Rd</b> City & State <b>Norcross, GA</b> Zip <b>30092</b>		3. Date Organized or Qualified <b>02/12/1997</b> 3a. State of Formation <b>DE</b> 4. FEI Number <b>65-0713889</b> 5. Date of Last Report <b>02/12/1997</b> 6. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required <input type="checkbox"/>	
7. Name and Address of Current Registered Agent <b>C T CORPORATION SYSTEM</b> <b>1200 SOUTH PINE ISLAND ROAD</b> <b>PLANTATION FL 33324</b>				8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) <b>800002514788--7</b> Suite, Apt. #, etc. <b>-05/07/98--01014--010</b> <b>****188.75 ****188.75</b> City <b>FL</b> Zip Code	
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company 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 affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.					
SIGNATURE _____ (Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating) DATE _____					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGR	BRENNINKMEYER, LOUIS	6251 CROOKED CREEK ROAD		NORCROSS GA	
MGR	BRENNINKMEYER, ROLAND	1114 AVE. OF THE AMRICAS		NEW YORK NY	
MGR	BRENNINKMEYER, ROLAND	105 WEST SUPERIOR STREET		DULUTH MN	
MGR	PAINTER, JAMES R	<del>1114 AVE. OF THE AMERICAS</del> 1850 Colonial Village Ln		<del>NEW YORK NY</del> Lancaster, PA 17601	
	See enclosed list				
11. I do 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 is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.					
SIGNATURE: <u>Stephen R. Salk</u> 4/20/1998 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #					

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## LIST OF DIRECTORS AND OFFICERS

### **American Retail Credit Services, L.L.C.**

<u>Officers</u>	<u>Name</u>	<u>Address</u>
Chairman of the Board	Roland M. Brenninkmeyer	1114 Ave. of the Americas 28 <sup>th</sup> Floor New York, NY 10036
Vice President	Kenneth R. Allex	1114 Ave. of the Americas 28 <sup>th</sup> Floor New York, NY 10036
	Bartley J. Breinin	1114 Ave. of the Americas 28 <sup>th</sup> Floor New York, NY 10036
	Edward Epstein	148 N. University Drive Pembroke Pines, FL 33024
Secretary	Bartley J. Breinin	See above
Treasurer	Kenneth R. Allex	See above
Assistant Secretary	Stephen R. Salk	6251 Crooked Creek Road Norcross, Georgia 30092
	William P. Tedeschi	1114 Ave. of the Americas 28 <sup>th</sup> Floor New York, NY 10036
Assistant Treasurer	George M. Gillan	1114 Ave. of the Americas 28 <sup>th</sup> Floor New York, NY 10036

### Committee Membership Management Committee

Louis Brenninkmeyer	6251 Crooked Creek Road Norcross, Georgia 30092
Roland M. Brenninkmeyer	1114 Ave. of the Americas 28 <sup>th</sup> Floor New York, NY 10036
Roland Hugo Brenninkmeyer	105 West Superior Street Duluth, Minnesota 55802
James R. Painter	1850 Colonial Village Lane Lancaster, PA 17601