


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$400.00 LATE FEE.

<b>LIMITED LIABILITY COMPANY ANNUAL REPORT 1999</b>		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
<b>FILING FEE</b> \$188.75		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>AMERICAN RETAIL CREDIT SERVICES, L.L.C. NATIONAL PROCESSING CENTER, c/o CHRISTINE BARFIELD 6251 CROOKED CREEK ROAD NORCROSS, GA 30092</b>		DOCUMENT # M97000000053 1a. Principal Place of Business Address <b>148 NORTH UNIVERSITY DRIVE PEMBROKE PINES, FL 33024</b>	
2. Principal Place of Business	2a. Mailing Address	3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.	Suite, Apt. #, etc.	02/12/1997	DE
City & State	City & State	4. FEI Number 65-0713889	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip	Country	5. Date of Last Report 05/04/1998	6. Certificate of Status Desired \$8.75 Additional Fee Required <input type="checkbox"/>
7. Name and Address of Current Registered Agent <b>C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324</b>		8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL 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 _____		DATE _____	
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)			
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 M.	1114 AVENUE OF THE AMERICAS	NEW YORK NY
MGR	BRENNINKMEYER, ROLAND H.	105 WEST SUPERIOR STREET	DULUTH MN
MGR	BRENNINKMEYER, KEVIN	6251 CROOKED CREEK ROAD	NORCROSS GA 30092
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: 		May 21 1999	
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER		Date Daytime Phone #	