
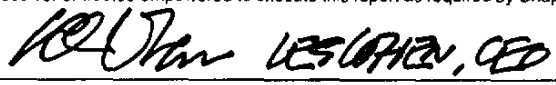


File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS		FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 98 MAY -1 PM 1:59	
FILING FEE \$ 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		DOCUMENT # M97000000357			
USAUTO FINANCE, LLC 4609 MANORHILL LANE ELLICOTT CITY MD 21043		1a. Principal Place of Business Address 4609 MANORHILL LANE ELLICOTT CITY MD 21043			
2. Principal Place of Business 5575 STERRETT PL. Suite, Apt. #, etc. SUITE 280 City & State COLUMBIA, MD Zip 21044 Country USA		2a. Mailing Address 5575 STERRETT PLACE Suite, Apt. #, etc. SUITE 280 City & State COLUMBIA, MD Zip 21044 Country USA		3. Date Organized or Qualified 06/18/1997 3a. State of Formation MD 4. FEI Number 59-3396187 5. Date of Last Report N/A 6. Certificate of Status Desired \$8.75 Additional Fee Required <input type="checkbox"/>	
7. Name and Address of Current Registered Agent SIMON, DENNIS 275B SOUTH 4TH STREET COCOA BEACH FL 32931		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 MGA			
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	
MGRM	COHEN, LES	4609 MANORHILL LANE		ELLICOTT CITY MD	
MGR	SIMON, DENNIS	275B SOUTH 4TH ST.		COCOA BEACH FL	
		PAID \$188.75 4/29/98 #1778		3000002516099--E -05/07/98--01115--013 ****188.75 ****188.75	
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:  LES COHEN, CEO 4/29/98 410-740-8200					
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER					
Date Daytime Phone #					