
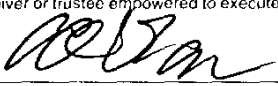


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS		FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 99 APR 15 AM 11:28	
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 USAUTO FINANCE, LLC 5575 STERRETT PLACE, SUITE 280 COLUMBIA MD 21044		DOCUMENT # M97000000357 99-AR CM		1a. Principal Place of Business Address 5575 STERRETT PLACE, SUITE 2 COLUMBIA MD 21044	
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country		3. Date Organized or Qualified 06/18/1997 4. FEI Number 59-3396187 5. Date of Last Report 05/01/1998	
				3a. State of Formation MD <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
				6. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
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 Zip Code <div style="text-align: center;">FL</div>		
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. Thereby accept the appointment as registered agent, and accept the obligations.					
SIGNATURE _____ DATE _____ <small>(Registered Agent Accepting Appointment) (FOL) (Registered Agent Signature required when appointing a new agent)</small>					
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	
000002844838--1 -04/20/99--01036--020 ****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 3/31/99 410-740-6900					