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March 21, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-03/24/97-01152--012
*****35.00 *****35.00

RE: Auto Line Financial Service Corp.
DFS Financial Service Corp.
Our File No.: 5314.001

Dear Sir or Madam:

In connection with the above referenced Florida Corporations,
enclosed herewith please find the following:

AUTO LINE FINANCIAL SERVICE CORP.

1. Original and one copy of Statement of Change of Registered Office or Registered Agent or Both for Corporations.
2. Check in the amount of \$35.00 to cover your fee.

DFS FINANCIAL SERVICE CORP.


1. Original and one copy of Statement of Change of Registered Office or Registered Agent or Both for Corporations.
2. Check in the amount of \$35.00 to cover your fee.

Please stamp in each of the above referenced copies and return them to the undersigned for inclusion within the appropriate Corporate Minute Books.

Should you have any questions with regard to the enclosed, or require further information, please do not hesitate to call me.

Very truly yours,

LEVY, KNEEN, MARIANI, CURTIN,
WIENER, KORNFELD & DEL RUSSO, P.A.


Candy Feltner
Assistant

cc: Corporation Service Company (w/enclosures)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is AUTO LINE FINANCIAL SERVICE CORP.

1b. Date of Incorporation: February 25, 1997
Document No.: P97000017837.

2. The name and address of the current registered agent and office:

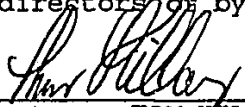
Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

3. The name and address of the new registered agent and office:

David J. Wiener, Esquire
Levy, Kneen, Mariani, Curtin,
Wiener, Kornfeld & del Russo, P.A.
1400 Centrepark Blvd., Suite 1000
West Palm Beach, Florida 33401

The street address of its registered agent and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


Signature: TOM KILLARNEY

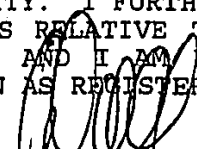
Date

March 20, 1997


Sole Director/President

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Signature:


DAVID J. WIENER

Date:

March 20, 1997

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TALLAHASSEE, FLORIDA