

P97000074647
MICHAEL J. SHELLEY

October 3, 2000

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314
Attention: Ms. Susan Payne

100003415161--2
-10/05/00--01081--010
*****35.00 *****35.00

RE: AUTOCENTRAL USA, INC.; CORPORATE NUMBER P97000074647

Dear Ms. Payne:

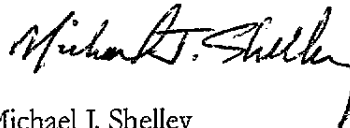
In follow-up to my letter to the Division of Corporations dated September 15, 2000, please find my check number 2740 payable to the Florida Department of State in the amount of \$35.00 as the filing fee to process my resignation as an officer and director of AutoCentral USA, Inc.

Please ensure that the proper dates are used: I resigned as an officer on February 29, 2000 and I resigned as a director on March 9, 2000. Finally, please ensure that the proper legal mailing address for AutoCentral USA, Inc. is recorded as:

AutoCentral USA, Inc.
2215 N.W. 36th Street
Miami, Florida 33142

Thank you for your prompt attention to this matter.

Sincerely,



Michael J. Shelley
Citizen of Florida

Enclosure

FILED
00 OCT -5 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

old Res.
S. PAYNE OCT 11 2000

MICHAEL J. SHELLEY

FILED

00 OCT -5 AM 11:37

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

September 15, 2000

VIA U.S. MAIL

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: AUTOCENTRAL USA, INC.; CORPORATE NUMBER P97000074647

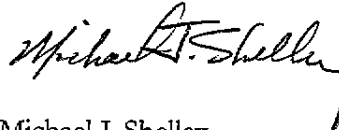
Dear Sir or Madam:

Please accept the enclosed correspondence dated December 28, 1999, February 29, 2000 and March 9, 2000 wherein I advised the legal counsel of AutoCentral USA, Inc., that law firm Broad and Cassel, P.A., that I resigned as an officer and director of AutoCentral USA, Inc back in February and March 2000 respectively. I wish to ensure that the records of the Florida Department of State, Division of Corporations accurately reflect the fact that I am no longer an officer or director of the aforementioned corporation.

Additionally, based on the enclosed correspondence dated April 19, 2000, the proper legal mailing address for AutoCentral USA, Inc. is 2215 N.W. 36th Street, Miami, Florida 33142. Please ensure that your records accurately reflect this information as well.

Thank you for your attention to this matter.

Sincerely,



Michael J. Shelley
Citizen of Florida

RECEIVED
00 SEP 18 AM 9:17
DIVISION OF CORPORATIONS
Enclosures

BROAD AND CASSEL

ATTORNEYS AT LAW

BOCA RATON • FT. LAUDERDALE • MIAMI • ORLANDO • TALLAHASSEE • TAMPA • WEST PALM BEACH

SUITE 3000
MIAMI CENTER
201 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131
(305) 373-9400
FAX (305) 373-9443
www.broadandcassel.com

Reply to:
ANNA SALGADO
DIRECT LINE: (305) 373-9448
DIRECT FAX: (305) 995-6410
INTERNET: asalgado@broadandcassel.com

December 28, 1999

VIA U.S. MAIL

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

COPY

OLD, OBSOLETE
INFORMATION

Re: AutoCentral USA, Inc.
Corporate Document Number P97000074647

Dear Madam or Sir:

Please be advised of AutoCentral USA, Inc.'s new business/mailing address and corporate structure as follows:


15833 Southwest 14th Court
Pembroke Pines, FL 33027-2363

Michael J. Shelley - Director, Chief Executive Officer, President and Secretary
Alan F. Salomon - Executive Vice President
Louis Weltman - Director
Alan F. Salomon - Director
Evaldo F. Dupuy - Director

Accordingly, please make note these changes in your records. Thank you for your attention to this matter.

Sincerely,

BROAD AND CASSEL


Anna Salgado
Paralegal

AS:
cc: Michael J. Shelley
Joseph I. Emas, Esq.

The change in the address of the corporation has been noted. However, in order to make changes in the officers/directors, the enclosed uniform business report form for 2000 should be completed. Enclosed is a blank form in case one has not already been received by the corporation.

Susan Payne/Div. of Corporations

RECEIVED
00 JAN -3 AM 9:45
DIVISION OF CORPORATIONS

Subj: **AutoCentral USA, Inc.**
Date: 2/29/2000
To: Efdupuy@TitanSearch.com
To: AFSALOMON@worldnet.att.net, Louweltman
CC: lbloom@broadandcassel.com
CC: Jemas@broadandcassel.com

COPY

To The Board of Directors of
AutoCentral USA, Inc.

Mr. E. F. Dupuy
Mr. A. F. Salomon
Mr. L. S. Weltman

Gentlemen:

Please accept this e-mail letter as my written resignation as interim President, Chief Executive Officer and Secretary of AutoCentral USA, Inc. effective immediately. I will continue in my ongoing capacity as an outside Director of the Company so long as the Company maintains a Directors and Officers Liability Insurance Policy in full force and effect for its directors and officers.

By my recollection, Mr. A. F. Salomon is now the sole remaining officer of the Company serving in the capacity of Executive Vice President.

Perhaps we should convene a Board of Directors meeting next month to review this and other issues raised in my February 9, 2000 letter to you.

Kind regards,

S/

Michael J. Shelley
Director and Shareholder
AUTOCENTRAL USA, INC.
MjShelley@aol.com

cc: Mr. L. H. Bloom
Mr. J. I. Emas

Subj: **Letter Of Resignation From AutoCentral USA**
Date: 3/9/2000 5:28:31 PM Eastern Standard Time
From: MJShelley
To: lbloom@broadandcassel.com
CC: Jernas@broadandcassel.com, Efdupuy@TitanSearch.com
CC: AFSALOMON@worldnet.att.net, Louweltman

File: AOCTLE~3.DOC (29696 bytes)
DL Time (57600 bps): < 1 minute

Mr. Leonard H. Bloom, Esq., P.A.
Broad and Cassel, P.A.
Miami Center Suite 3000
201 South Biscayne Boulevard
Miami, Florida 33131

COPY

Dear Leonard:

It is with much regret that I must forward my attached letter of resignation as a Director of AutoCentral USA, Inc. to you in your capacity as corporation counsel to AutoCentral. This letter is in follow-up to the letter of resignation already tendered by Mr. L. S. Weltman, and my recent e-mail correspondences regarding open issues and the looming cancellation of D&O insurance for the Board of Directors.

Kind regards,

S/

Michael J. Shelley
Shareholder
AUTOCENTRAL USA, INC.
MJShelley@aol.com

cc: Mr. J. I. Emas, Esq. - Broad and Cassel
Mr. E. F. Dupuy - Director, AutoCentral
Mr. A. F. Salomon - Director, AutoCentral
Mr. L. S. Weltman - Shareholder, AutoCentral

MICHAEL J. SHELLEY

March 9, 2000

Mr. Leonard H. Bloom, P.A.
Broad and Cassel, P.A.
Miami Center Suite 3000
201 South Biscayne Boulevard
Miami, Florida 33131

COPY

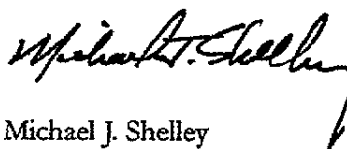
RE: RESIGNATION AS A DIRECTOR OF AUTOCENTRAL USA, INC.

Dear Leonard:

I write this letter to you as corporation counsel to the NASDAQ OTC Bulletin Board Firm AutoCentral USA, Inc., symbol AOCT, for which I have served as a director from its public offering in May 1998 until the present. Due to several recent unfortunate circumstances, the most recent and dire being the cancellation of Directors and Officer's Liability Insurance coverage on Friday, March 10, 2000, please accept this written notice that I hereby resign my position as Director of AutoCentral USA, Inc. effective immediately.

Thank you for the many kindnesses you have extended to the Company and myself in the past. I look forward to perhaps continuing our business relationship in another capacity in the future.

Sincerely,



Michael J. Shelley
Shareholder

Mr. J. I. Emas, Esq. – Broad and Cassel
Mr. E. F. Dupuy – Director, AutoCentral
Mr. A. F. Salomon – Director, AutoCentral
Mr. L. S. Weltman – Shareholder, AutoCentral

IN THE CIRCUIT COURT OF THE 17^H
JUDICIAL CIRCUIT IN AND FOR
BROWARD COUNTY, FLORIDA

CASE NO. 00-1403 CACE 03

AUTOCENTRAL USA, INC., a
Florida corporation, MICHAEL J.
SHELLEY, LOUIS WELTMAN,
And ALAN F. SALOMON,

Plaintiffs,

vs.

TIMOTHY B. GAMWELL, individually,
NORMAN L. MADAN, individually,
CECIL CALVERT GAMWELL, individually,

Defendants.

COPY

ORDER ON BROAD AND CASSEL'S MOTION
TO WITHDRAW AS COUNSEL

THIS CAUSE having come before the Court on April 19, 2000 on Broad and Cassel's Motion to Withdraw as Counsel, and the court, having reviewed the file, having heard argument of counsel, and being otherwise duly advised in the premises, it is hereby

ORDERED AND ADJUDGED that said motion is granted.

DONE AND ORDERED in Chambers at Fort Lauderdale, Broward County, Florida this
19th day of April, 2000.

Circuit Court Judge

Copies furnished to:
Gary E. Lehman, P.A.
Robert P. Frankel, Esq.
AutoCentral USA, Inc.
AutoCentral USA, Inc., Michael Shelley



MIAMI CENTER
201 SOUTH BISCAYNE BOULEVARD
SUITE 3000
MIAMI, FLORIDA 33131
TELEPHONE: 305.373.9400
FACSIMILE: 305.373.9443
www.broadandcassel.com

ALEXANDRA L. TIFFORD
DIRECT LINE: (305) 373-9413
DIRECT FACSIMILE: (305) 995-6393
EMAIL: atifford@broadandcassel.com

April 19, 2000

VIA U.S. MAIL

AutoCentral USA, Inc.
Mr. Michael Shelley
15833 SW 14 Court
Pembroke Pines, Florida 33027-2363

COPY

Re: AutoCentral USA, Inc. v. Timothy Gamwell, et.al.
Case No. 00001403 CACE 03

Dear Mr. Shelley:

This letter is in furtherance of today's hearing wherein the Honorable M. Daniel Futch, Jr. granted (i) Broad and Cassel's motion to withdraw as counsel for Plaintiff, AutoCentral USA, Inc ("AutoCentral") and (ii) Defendants, Timothy B. Gamwell, Norman L. Madan and Cecil Calvert Gamwell's Motion for Extension of Time. Until such time as new counsel appears for AutoCentral, all papers and pleadings relating to this action shall be served on AutoCentral at the following address: AutoCentral USA, Inc., 2215 N.W. 36th Street, Miami, Florida 33142.

If you have any questions, do not hesitate to contact me.

Very truly yours,

BROAD AND CASSEL

Alexandra L. Tifford

ALT:alt