

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
Apr 03 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # V17535 (8)
1. Corporation Name
WORLD OMNI LEASING ASSET-BACKED, INC.



Principal Place of Business 120 NW 12TH AVE DEERFIELD BEACH FL 33442	Mailing Address 120 NW 12TH AVE LEGAL DEPT DEERFIELD BEACH FL 33442-1702 US
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country	3. Date Incorporated or Qualified 02/28/1992 4. FEI Number 65-0315137 5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3a. Date of Last Report 03/25/1996 Applied For Not Applicable
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9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 PINE ISLAND RD PLANTATION FL 33324	10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City 85 Zip Code FL
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11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation 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 the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DC	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RICH, LAWRENCE S.	1.2 NAME	<i>See Attached</i>
STREET ADDRESS	100 N.W. 12TH AVENUE	1.3 STREET ADDRESS	
CITY-ST-ZIP	DEERFIELD BEACH FL	1.4 CITY-ST-ZIP	
TITLE	CFO	2.1 TITLE	
NAME	GUNNELL, CASEY L.	2.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	100 N.W. 12TH AVENUE	2.3 STREET ADDRESS	<input type="checkbox"/> Change <input type="checkbox"/> Addition
CITY-ST-ZIP	DEERFIELD BEACH FL	2.4 CITY-ST-ZIP	
TITLE	PD	3.1 TITLE	
NAME	SMTIH, DARYL	3.2 NAME	
STREET ADDRESS	100 N.W. 12TH AVE.	3.3 STREET ADDRESS	<input type="checkbox"/> Change <input type="checkbox"/> Addition
CITY-ST-ZIP	DEERFIELD BEACH FL 33442	3.4 CITY-ST-ZIP	
TITLE	DT	4.1 TITLE	
NAME	ALLEN, A. TUCKER	4.2 NAME	
STREET ADDRESS	100 N.W. 12TH AVENUE	4.3 STREET ADDRESS	<input type="checkbox"/> Change <input type="checkbox"/> Addition
CITY-ST-ZIP	DEERFIELD BEACH FL	4.4 CITY-ST-ZIP	
TITLE	S	5.1 TITLE	
NAME	WHELAN, JOHN J.	5.2 NAME	
STREET ADDRESS	100 N.W. 12TH AVENUE	5.3 STREET ADDRESS	<input type="checkbox"/> Change <input type="checkbox"/> Addition
CITY-ST-ZIP	DEERFIELD BEACH FL	5.4 CITY-ST-ZIP	
TITLE	D	6.1 TITLE	
NAME	SHAPIRO, JEFFREY B.	6.2 NAME	
STREET ADDRESS	801 BRICKELL AVENUE, S TE 1501	6.3 STREET ADDRESS	<input type="checkbox"/> Change <input type="checkbox"/> Addition
CITY-ST-ZIP	MIAMI FL	6.4 CITY-ST-ZIP	

14. 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 or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13, if changed, or on an attachment with an address.

SIGNATURE:

John J. Whelan

3/27/97

954-420-7585

CR2E034 (9/96)

03/27/97

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OFFICERS AND DIRECTORS WITH BUSINESS ADDRESS

World Omni Leasing Asset-Backed, Inc.

<u>Name</u>	<u>Title</u>	<u>Business</u>
A. Tucker Allen	Director Treasurer	100 NW 12th Avenue Deerfield Beach, FL 33442
Alan J. Browdy	Vice President	100 NW 12th Avenue Deerfield Beach, FL 33442
Colin W. Brown, Esq.	Director Executive Vice President	100 NW 12th Avenue Deerfield Beach, FL 33442
Frani B. DeJaco, Esq.	Vice President & General Counsel	120 NW 12th Avenue Deerfield Beach, FL 33442
Casey L. Gunnell	Chief Financial Officer	100 NW 12th Avenue Deerfield Beach, FL 33442
Jeffrey L. Hayman, Esq.	Assistant Secretary	100 NW 12th Avenue Deerfield Beach, FL 33442
Patrick C. Ossenbeck	Assistant Treasurer	100 NW 12th Avenue Deerfield Beach, FL 33442
Daryl P. Smith	Director President	100 NW 12th Avenue Deerfield Beach, FL 33442
John J. Whelan	Secretary	100 NW 12th Avenue Deerfield Beach, FL 33442

KEY TO SYMBOLS USED

C	=	CHAIRMAN OF THE BOARD
P	=	PRESIDENT
CFO	=	CHIEF FINANCIAL OFFICER
CAO	=	CHIEF ACCOUNTING OFFICER
EV	=	EXECUTIVE VICE PRESIDENT
SV	=	SENIOR VICE PRESIDENT
V	=	VICE PRESIDENT
AV	=	ASSISTANT VICE PRESIDENT
GC	=	GENERAL COUNSEL
S	=	SECRETARY
AS	=	ASSISTANT SECRETARY
T	=	TREASURER
AT	=	ASSISTANT TREASURER
GM	=	GENERAL MANAGER
AGM	=	ASSISTANT GENERAL MANAGER
D	=	DIRECTOR