

2006 FOR PROFIT CORPORATION ANNUAL REPORT

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Apr 03, 2006 8:00 am
Secretary of State

04-03-2006 90416 018 ***150.00

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03072006 Chg-P CR2E034 (11/05)

DOCUMENT # 812869 1. Entity Name XEROX CORPORATION					
Principal Place of Business 800 LONG RIDGE ROAD STAMFORD, CT 06904			Mailing Address P.O. BOX 1600 STAMFORD, CT 06904-1600		
2. Principal Place of Business Suite, Apt. #, etc.		3. Mailing Address Suite, Apt. #, etc.			
City & State		City & State			
Zip	Country	Zip	Country	4. FEI Number 16-0468020	
5. Certificate of Status Desired <input type="checkbox"/>				Applied For <input type="checkbox"/> Not Applicable	
6. Name and Address of Current Registered Agent PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYES STREET SUITE 105 TALLAHASSEE, FL 32301				7. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) City FL Zip Code	
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.					
SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____					
FILE NOW!!! FEE IS \$150.00 After May 1, 2006 Fee will be \$550.00			9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/> \$5.00 May Be Added to Fees		
10. OFFICERS AND DIRECTORS			11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11		
TITLE NAME STREET ADDRESS CITY - ST - ZIP	CCEO ANNIE, MULCAHY 800 LONG RIDGE RD STAMFORD, CT 069041600 <input type="checkbox"/> Delete		TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VPT ZIMMERMAN, LAWRENCE 83 HASTINGS LANE STAMFORD, CT 06905 <input type="checkbox"/> Delete		TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	V OKASAKO, RUSSELL Y 800 LONG RIDGE RD STAMFORD, CT 069041600 <input type="checkbox"/> Delete		TITLE NAME STREET ADDRESS CITY - ST - ZIP	V.P., WORLDWIDE TAX KATHLEEN S. FANNING 800 LONG RIDGE RD. STAMFORD, CT 06904 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	D LARSEN, RALPH S ONE JOHNSON AND JOHNSON PLAZA NEW BRUNSWICK, NJ 08933 <input type="checkbox"/> Delete		TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	D PEPPER, JOHN E ONE PROCTOR AND GAMBLE PLAZA CINCINNATI, OH 45202 <input type="checkbox"/> Delete		TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Delete		TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
12. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental 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 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.					
SIGNATURE:			KATHLEEN S. FANNING, V.P., WORLDWIDE TAX		
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR			Date 3/22/2006 Daytime Phone #		

ATTACHMENT

XEROX CORPORATION SCHEDULE OF OFFICERS

03/27/06

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Chairman and Chief Executive Officer	Anne M.	Mulcahy	191 Fairfield Beach Road, Fairfield, CT 06824
Senior Vice President, President, Business Group Operations	Ursula M.	Burns	Two Greenfield Lane, Rochester, NY 14610
Senior Vice President; President, Xerox Global Services	Thomas J.	Dolan	22 Buckthorn Run, Victor, NY 14564
Senior Vice President; President, Xerox North America	James A.	Firestone	14 Meadow Drive - Rock Ridge, Greenwich, CT 06831
Senior Vice President; President, Global Accounts and Marketing Operations	Michael C.	Mac Donald	1 Beacon Court, 151 East 58th St., Apt. 35D, New York, NY 10022
Senior Vice President; President, Developing Markets Operations	Jean-Noel	Machon	Flat 1, 17 Lexham Gardens, London, W8 5JJ, England
Senior Vice President, Chief Staff Officer and Chief Ethics Officer	Hector J.	Motroni	44 Turkey Hill Road South, Westport, CT 06880
Senior Vice President, Fuji Xerox Operations, Corporate Strategy & Alliances	Brian E.	Stem	One Pan Handle Lane, Westport, CT 06880
Senior Vice President; President, Xerox Europe	Armando	Zagalo de Lima	Nightingales, 6 Hill Waye, Gerrards Cross, Bucks SL9 8BH, England
Senior Vice President and Chief Financial Officer	Lawrence A.	Zimmerman	83 Hastings Lane, Stamford, CT 06905, 6483 Cranberry Court, Niwot, CO 80503
Vice President, President, Production Systems Group	Quincy L.	Allen	3 Pine Meadow Drive, Penfield, NY 14526-9520
Vice President, Paper, Supplies and Supply Chain Operations, Business Group Operations	Wim	Appelo	845 Allens Creek Road, Rochester, NY 14534
Vice President and Controller	Harry R.	Beeth	16 Autumn Ridge, Katonah, NY 10536
Vice President, President, United States Solutions Group, Xerox North America	Michael D.	Brannigan	2026 Haverford Drive, Crownsville, MD 21032
Vice President, Small and Medium Business, Business Group Operations	Richard F.	Cerrone	81 Pinewood Road, Stamford, CT 06903
Vice President, Chief of Staff, Developing Markets	Michael Stephen	Cronin	13 Burnham Hill, Westport, CT 06880
Vice President and Chief Information Officer, Business Group Operations	Patricia A.	Cusick	Six Kinwood Lane, Pittsford, NY 14534
Vice President, Worldwide Tax	Kathleen S.	Fanning	22-2 Spring Street, Greenwich, CT 06830
Vice President, External and Legal Affairs, General Counsel and Corporate Secretary	J. Michael	Farren	388 Wahackme Road, New Canaan, CT 06840
Vice President, Chief Engineer, Business Group Operations	Anthony M.	Federico	664 Admiralty Way, Webster, NY 14580
Vice President; Chief of Staff and Marketing, Xerox North America	Emerson U.	Fullwood	7 Kingsfield Drive, Pittsford, NY 14534
Vice President and General Manager, North American Agent Operations, Xerox North America	D. Cameron	Hyde	36 Woodbury Place, Rochester, NY 14618
Vice President and Chief Accounting Officer	Gary R.	Kabureck	11 Barrington Hills, Pittsford, NY 14534
Vice President; Senior Vice President & Chief Operating Officer, Xerox Global Services	John M.	Kelly	8 Braemar Way, Pittsford, NY
Vice President, Investor Relations	James H.	Lesko	116 Logan Road, New Canaan, CT 06840
Vice President, Corporate Strategy and Alliances	John E.	McDermott	116 Stonecrest Road, Ridgefield, CT 06877
Vice President and Deputy General Counsel	Ivy Thomas	McKinney	8 Windmill Lane, Trumbull, CT 06611-4977
Vice President, Human Resources	Patricia M.	Nazemetz	134 Hunter Avenue, Sleepy Hollow, NY 10591
Vice President Taxes	Russell Y.	Okasako	34 Salem Road, Wilton, CT 06897
Vice President and Treasurer	Rhonda L.	Seegal	40 Birchall Drive, Scarsdale, NY 10583
Vice President, Chief Technology Officer & President, Xerox Innovation Group	Sophie V.	Vandebroek	58 Pine Brook Circle, Penfield, NY 14526
Vice President, Finance and Operational Support, Xerox North America	Leslie F.	Varon	272 Canterbury Lane, Fairfield, CT 06825
Vice President, President, Xerox Office Group, Business Group Operations	Tim	Williams	15225 SW Bell Road, Sherwood, OR 97140

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**Xerox Corporation
Schedule of Directors**

3/24/06

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<u>Director</u>	<u>Mailing Address</u>	<u>Home Address</u>
Glenn A Britt	Time Warner Cable 290 Harbor Drive Stamford, CT 06902	175 Long Lots Road Westport, CT 06880
Richard J. Harrington	The Thomson Corporation One Station Place, 8th Floor Stamford, CT 06902	9 Greystone Farm Lane Westport, CT 06880
William C. Hunter	University of Connecticut School of Business 2100 Hillside Road Storrs, CT 06269	15 Harwich Lane West Hartford, CT 06117
Vernon E. Jordan, Jr. -NY	Lazard Freres & Co., LLC 30 Rockefeller Center New York, NY 10020	Regency Hotel, Suite 631-33 540 Park Avenue @ 61St., New York, NY 20021
Vernon E. Jordan, Jr. -WA	Akin, Gump, Strauss, Hauer & Feld, L.L.P. 1333 New Hampshire Ave. NW, Suite 400 Washington, DC 20036	2940 Benton Place N. W. Washington, DC 20008
Hilmar Kopper	Deutsche Bank AG Taubusanlage 12 Frankfurt 60262, Germany	Siesmayerstrasse 6 60323 Frankfurt am Main, Germany
Ralph S. Larsen	Johnson & Johnson 100 Albany Street, Suite 200 New Brunswick, NJ 08901	8473 Bay Colony Drive, Apartment 2202, Naples, FL 34108 709 Fieldstone Terrace, Wyckoff, NJ 07481
Robert A. McDonald	The Procter & Gamble Company Two Procter & Gamble Plaza Cincinnati, Ohio 45202	5713 Kugler Mill Road Apt. A, Cincinnati, Ohio 45236
Anne M. Mulcahy	Xerox Corporation P. O. Box 1600 Stamford, CT 06904	191 Fairfield Beach Road Fairfield, CT 06824
N. J. Nicholas, Jr.	Navy Walk Partners Suite 19F, 45 W. 67th Street New York, NY 10023	88 Central Park West, #8N New York, NY 10023
Ann N Reese	Center for Adoption Policy 168A Kirby Lane Rye, NY 10580	168 Kirby Lane Rye, NY 10580
Stephen Robert	Renaissance Institutional Management LLC 800 Third Avenue, 35th Floor New York, NY 10022	Two East 70 Street New York, NY 10021
Mary A. Wilderotter	Citizens Communications Company 3 High Ridge Park Stamford, CT 06905	59 Five Mile River Rd Darien, CT 06820