

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

FILED
May 04 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F97000002044 (2)
 1. Corporation Name
AMERICAN FINANCIAL SYSTEMS, INC.

Principal Place of Business 9 RIVERSIDE OFFICE PARK WESTON MA 02183	Mailing Address 9 RIVERSIDE OFFICE PARK WESTON MA 02183
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 04/17/1997	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 04-2842018	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	FL	85

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DCPT <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JOHNSON, DANIEL R	1.2 NAME	
STREET ADDRESS	9 RIVERSIDE OFFICE PARK	1.3 STREET ADDRESS	
CITY-ST-ZIP	WESTON MA 02183	1.4 CITY-ST-ZIP	
TITLE	DV <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RICHARDS, STEVEN R	2.2 NAME	
STREET ADDRESS	9 RIVERSIDE OFFICE PARK	2.3 STREET ADDRESS	
CITY-ST-ZIP	WESTON MA 02183	2.4 CITY-ST-ZIP	
TITLE	CCO <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BUTTERFIELD, BARBARA M	3.2 NAME	
STREET ADDRESS	9 RIVERSIDE OFFICE PARK	3.3 STREET ADDRESS	
CITY-ST-ZIP	WESTON MA 02183	3.4 CITY-ST-ZIP	
TITLE	CFO <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DEAN, BRETT W	4.2 NAME	
STREET ADDRESS	9 RIVERSIDE OFFICE PARK	4.3 STREET ADDRESS	
CITY-ST-ZIP	WESTON MA 02183	4.4 CITY-ST-ZIP	
TITLE	COO <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KEMP, HILARY R	5.2 NAME	
STREET ADDRESS	9 RIVERSIDE OFFICE PARK	5.3 STREET ADDRESS	
CITY-ST-ZIP	WESTON MA 02183	5.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	STERN, HOWARD D	6.2 NAME	
STREET ADDRESS	9 RIVERSIDE OFFICE PARK	6.3 STREET ADDRESS	
CITY-ST-ZIP	WESTON MA 02183	6.4 CITY-ST-ZIP	

14. I 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: Brett W. Dean **Brett W. Dean** 4-15-98 781-8133513

CR2E034 (10/97)