

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

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May 17, 1999 8:00 am
Secretary of State

05-17-1999 90020 025 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F97000002044

1. Corporation Name
AMERICAN FINANCIAL SYSTEMS, INC.

Principal Place of Business 9 RIVERSIDE OFFICE PARK WESTON MA 02193	Mailing Address 9 RIVERSIDE OFFICE PARK WESTON MA 02193
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	04/17/1997	
22	City & State	27	City & State	4. FEI Number	
23	Zip	28	Country	04-2842018	
24	Country	29	Country	Applied For	
25	Country	30	Country	Not Applicable	

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: *[Signature]* DATE: **5/5/99**

Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DCPT	1.1 TITLE	Vice President <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	JOHNSON, DANIEL R	1.2 NAME	Nancy MacDonald
STREET ADDRESS	9 RIVERSIDE OFFICE PARK	1.3 STREET ADDRESS	9 Riverside Office Park
CITY-ST-ZIP	WESTON MA 02193	1.4 CITY-ST-ZIP	Weston, MA 02493
TITLE	DV	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 02193	2.4 CITY-ST-ZIP	
TITLE	CCO	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 02193	3.4 CITY-ST-ZIP	
TITLE	CFO	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 02193	4.4 CITY-ST-ZIP	
TITLE	COO	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 02193	5.4 CITY-ST-ZIP	
TITLE	V	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 02193	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, with all other like empowered.

SIGNATURE: *[Signature]* DATE: **5/5/99** DAYTIME PHONE #: **781-647-8700**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (1/98)