

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

FILED
May 14 1997 8:00am
Secretary of State

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| PROFIT CORPORATION ANNUAL REPORT 1997 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
|---|---|---|

DOCUMENT # P04815 (7)

1. Corporation Name
BMW FINANCIAL SERVICES NA, INC.



| | |
|--|---|
| Principal Place of Business 300 CHESTNUT RIDGE RD ATTN: TAX DEPT WOODCLIFF LAKE NJ 07675 US | Mailing Address P.O. BOX 1227 TAX DEPT WESTWOOD NJ 07675-1227 US |
|--|---|

| | |
|--|---|
| 3. Date Incorporated or Qualified 01/29/1985 | 3a. Date of Last Report 05/01/1996 |
| 4. FEI Number 22-2568977 | Applied For <input type="checkbox"/> Applied For <input checked="" type="checkbox"/> Not Applicable |
| 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No | |

| | |
|--------------------------------|------------------------|
| 2. Principal Place of Business | 2a. Mailing Address |
| 21 Suite, Apt. #, etc. | 26 Suite, Apt. #, etc. |
| 22 City & State | 27 City & State |
| 23 Zip | 28 Zip |
| 24 Country | 29 Country |
| 25 | 30 |

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
 1200 S. PINE ISLAND ROAD
 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 **FL** 85 Zip Code

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 | | |
|----------------------------|---------------------------------|---------------------------------|
| TITLE | PD | <input type="checkbox"/> DELETE |
| NAME | WESTFALL, KEVIN P | |
| STREET ADDRESS | 300 CHESTNUT RIDGE RD | |
| CITY-ST-ZIP | WOODCLIFF LAKE NJ | |
| TITLE | V | <input type="checkbox"/> DELETE |
| NAME | KRAUSE, STEFAN | |
| STREET ADDRESS | 300 CHESTNUT RIDGE RD | |
| CITY-ST-ZIP | WOODCLIFF LAKE NJ | |
| TITLE | S | <input type="checkbox"/> DELETE |
| NAME | HENRICI, J ALLEN | |
| STREET ADDRESS | 300 CHESTNUT RIDGE RD | |
| CITY-ST-ZIP | WOODCLIFF LAKE NJ | |
| TITLE | D | <input type="checkbox"/> DELETE |
| NAME | LORENZ, GUENTER | |
| STREET ADDRESS | PETUELRING 130, BMW HAUS | |
| CITY-ST-ZIP | 8 MUENCHEN 40 GE | |
| TITLE | V | <input type="checkbox"/> DELETE |
| NAME | DEVINE, ROBERT | |
| STREET ADDRESS | 300 CHESTNUT RIDGE ROAD | |
| CITY-ST-ZIP | WOODCLIFF LAKE NJ | |
| TITLE | T | <input type="checkbox"/> DELETE |
| NAME | WENNEMER, ROBERT G | |
| STREET ADDRESS | 300 CHESTNUT RIDGE ROAD | |
| CITY-ST-ZIP | WOODCLIFF LAKE NJ | |

| 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | | |
|---|--------------------------|--|
| 1.1 TITLE | | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 1.2 NAME | | |
| 1.3 STREET ADDRESS | | |
| 1.4 CITY-ST-ZIP | | |
| 2.1 TITLE | | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 2.2 NAME | | |
| 2.3 STREET ADDRESS | | |
| 2.4 CITY-ST-ZIP | | |
| 3.1 TITLE | Chief Tax Officer | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| 3.2 NAME | | |
| 3.3 STREET ADDRESS | | |
| 3.4 CITY-ST-ZIP | | |
| 4.1 TITLE | | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 4.2 NAME | | |
| 4.3 STREET ADDRESS | | |
| 4.4 CITY-ST-ZIP | | |
| 5.1 TITLE | | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 5.2 NAME | | |
| 5.3 STREET ADDRESS | | |
| 5.4 CITY-ST-ZIP | | |
| 6.1 TITLE | Richard Matschke | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| 6.2 NAME | | |
| 6.3 STREET ADDRESS | | |
| 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 _____ **Chief Tax** (201) 367-1000

CR2E034 (9/96)

BMW Financial Services NA, Inc.
 (Formerly BMW Leasing Corporation)
Schedule of Officers

| OFFICER | TITLE | ADDRESS |
|-------------------|-----------------------------|---|
| Kevin P. Westfall | President | 300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675 |
| Stefan Krause | Vice President | 300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675 |
| Robert Devine | Vice President | 300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675 |
| J. Allen Henrici | Chief Tax Officer | 300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675 |
| Richard Matschke | Treasurer | 300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675 |
| Dennis J. Helfman | General Counsel & Secretary | 300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675 |
| Frances McCaffrey | Assistant Secretary | 300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675 |
| Paula DiNapoli | Assistant Secretary | 3455 Mill Run Dr, Suite 505, Hilliard, OH 43026 |
| John M. Christman | Assistant Secretary | 3455 Mill Run Dr, Suite 505, Hilliard, OH 43026 |

| DIRECTOR | ADDRESS |
|-------------------|--|
| Guenter Lorenz | Petuelring 130, BMW Haus, 8 Muenchen 40, Germany |
| Dr. Karl Sommer | 300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675 |
| Kevin P. Westfall | 300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675 |