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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION ANNUAL REPORT 1998	FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P08516 (7)

1. Corporation Name

FIRST UNION BROKERAGE SERVICES, INC.

Principal Place of Business TWO FIRST UNION CENTER, NC0200 CHARLOTTE, NC 28288	Mailing Address TWO FIRST UNION CENTER, NC0200 CHARLOTTE, NC 28288
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DO NOT WRITE IN THIS SPACE

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	4. FEI Number 56-1252143 Applied For <input type="checkbox"/> Not Applicable	3. Date Incorporated or Qualified 12/23/1985
		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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent PRENTICE -HALL CORPORATION SYSTEM INC FIRST FLORIDA BANK BLDG, STE 420 TALLAHASSEE FL 32301	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 NAME STREET ADDRESS CITY - ST - ZIP	PRESIDENT <input type="checkbox"/> DELETE DWIGHT C. MOODY ONE FIRST UNION CENTER CHARLOTTE, NC 28288	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition 500002684855 -11/10/98-01085-007
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VICE-PRESIDENT <input type="checkbox"/> DELETE DAVID W. REED TWO FIRST UNION CENTER CHARLOTTE, NC 28288	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition ***651-25***
TITLE NAME STREET ADDRESS CITY - ST - ZIP	SECRETARY <input type="checkbox"/> DELETE KENT S. HATHAWAY ONE FIRST UNION CENTER CHARLOTTE, NC 28288	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	TREASURER <input type="checkbox"/> DELETE JAMES H. HATCH TWO FIRST UNION CENTER CHARLOTTE, NC 28288	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	DIRECTOR <input type="checkbox"/> DELETE EDWARD E. CRUTCHFIELD ONE FIRST UNION CENTER CHARLOTTE, NC 28288	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition 11-9-98
TITLE NAME STREET ADDRESS CITY - ST - ZIP	DIRECTOR <input type="checkbox"/> DELETE JOHN R. GEORGIUS ONE FIRST UNION CENTER CHARLOTTE, NC 28288	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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: David W. Reed David W. Reed 8/13/98 704-374-6841
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (10/97)