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**Apr 07 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P37022 (1)
1. Corporation Name
PRIVATE LABEL MORTGAGE SERVICES CORPORATION



Principal Place of Business 8000 MARYLAND AVE STE 1400 CLAYTON MO 63105 US	Mailing Address 5325 SPECTRUM DRIVE P.O. BOX 4198 FREDERICK MD 21705-4198 US
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3. Date Incorporated or Qualified 01/03/1992	3a. Date of Last Report 04/25/1996
4. FEI Number 41-1683251	Applied For <input 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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business 7470 E New Technology Way Suite, Apt. #, etc. nology way	2a. Mailing Address P.O. Box 4198
22. City & State Frederick, MD	27. City & State Frederick, MD
23. Zip 21703	25. Country USA
24. Zip 21705-4198	30. Country USA

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH 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
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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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE D	<input type="checkbox"/> DELETE	1.1 TITLE SEE ATTACHED LISTING	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME TRABKA, GARY		1.2 NAME	
STREET ADDRESS 751 BROAD STREET		1.3 STREET ADDRESS	
CITY-ST-ZIP NEWARK NJ		1.4 CITY-ST-ZIP	
TITLE DC	<input checked="" type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME MOSKOWITZ, MARVIN I.		2.2 NAME	
STREET ADDRESS 8000 MARYLAND AVENUE SUITE 1400		2.3 STREET ADDRESS	
CITY-ST-ZIP CLAYTON MO		2.4 CITY-ST-ZIP	
TITLE DP	<input checked="" type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME BRACKEN, PHILLIP W.		3.2 NAME	
STREET ADDRESS 8000 MARYLAND AVE, STE 1400		3.3 STREET ADDRESS	
CITY-ST-ZIP CLAYTON MO		3.4 CITY-ST-ZIP	
TITLE S	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME KIEFER, LAWRENCE B.		4.2 NAME	
STREET ADDRESS 751 BROAD STREET		4.3 STREET ADDRESS	
CITY-ST-ZIP NEWARK NJ		4.4 CITY-ST-ZIP	
TITLE TC	<input checked="" type="checkbox"/> DELETE	5.1 TITLE AS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME HALBROOK, JERRY L.		5.2 NAME SHERRILL M. HALL	
STREET ADDRESS 8000 MARYLAND AVE., SUITE 1400		5.3 STREET ADDRESS 7470 E NEW TECHNOLOGY WAY	
CITY-ST-ZIP CLAYTON MO		5.4 CITY-ST-ZIP FREDERICK, MD 21703	
TITLE V	<input checked="" type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME BROWN, BERNARD N		6.2 NAME	
STREET ADDRESS 5325 SPECTRUM DRIVE		6.3 STREET ADDRESS	
CITY-ST-ZIP FREDERICK MD		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: *Sherrill M. Hall* **SHERRILL M. HALL** (301) 624-1707

CR2E034 (9/96)

PRIVATE LABEL MORTGAGE SERVICES CORPORATION
 LIST OF DIRECTORS AND PRINCIPAL OFFICERS
 FEIN: 41-1683251
 AS OF DECEMBER 31, 1996

NAME & HOME ADDRESS	TITLE	SOCIAL SECURITY #	DATE OF BIRTH	BUSINESS ADDRESS
Gary D. Trabka 495 Highland Avenue Upper Montclair, NJ 07043	CHAIRMAN OF THE BOARD AND EXECUTIVE VICE PRESIDENT	048-40-8628	10/21/54	751 Broad Street Newark, NJ 07102
Russell B. Mellott 8101 Ashford Court Frederick, MD 21702	DIRECTOR, PRESIDENT AND CHIEF EXECUTIVE OFFICER	217-58-4160	6/27/56	7470 E New Technology Way Frederick, MD 21703
William E. Schmid 401 Heights Road Ridgewood, NJ 07450	DIRECTOR	186-42-3686	3/22/50	751 Broad Street Newark, NJ 07102-3777
Lawrence B. Kiefer 316 Ashland Road Ashland, NJ 07901	SECRETARY	141-36-4480	12/24/46	751 Broad Street Newark, NJ 07102-3777
John R. Critchfield 10313 Gretchen Nicol Court Woodstock, MD 21163	TREASURER AND VICE PRESIDENT	235-02-9831	7/23/63	7470 E New Technology Way Frederick, MD 21703
Daniel H. Rosen 12037 Winesap Terrace Gaithersburg, MD 20878	VICE PRESIDENT	217-80-1478	6/8/60	7470 E New Technology Way Frederick, MD 21703
Sherrill M. Hall 7552 Elioak Terrace Gaithersburg, MD 20879	ASSISTANT SECRETARY	213-48-4190	10/29/56	7470 E New Technology Way Frederick, MD 21703