

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

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PROFIT CORPORATION ANNUAL REPORT 1997	 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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FILED
 97 JUL 31 AM 8:29
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

DOCUMENT # P39610 (1)

1. Corporation Name
RETAIL CREDIT CARD CORPORATION



Principal Place of Business % LOAD SECURITIES TWO WALL STREET NEW YORK NY 10005 US	Mailing Address C/O J.L. MACNEIL COOPERS & LYBRAND LLP 100 PEARL STREET HARTFORD CT 06103-4500 US
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3. Date Incorporated or Qualified 07/13/1992	3a. Date of Last Report 02/16/1996
4. FEI Number 13-3670677	Applied For <input type="checkbox"/> 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 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

UNITED CORPORATE SERVICES, INC.
801 NORTHEAST 167TH STREET
SUITE 300
NORTH MIAMI BEACH FL 33162

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

12. OFFICERS AND DIRECTORS

TITLE	PTD	<input type="checkbox"/> DELETE
NAME	SORENSEN, PETER H.	
STREET ADDRESS	44 DOROTHY DR. RD.	
CITY-ST-ZIP	MORRISTOWN NJ	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	SORENSEN, PETER H.	
STREET ADDRESS	44 DOROTHY DR. RD.	
CITY-ST-ZIP	MORRISTOWN NJ	
TITLE	VSD	<input checked="" type="checkbox"/> DELETE
NAME	STIDD, ANDREW L.	
STREET ADDRESS	7 AVENUE B	
CITY-ST-ZIP	WEST BABYLON NY	
TITLE	AT	<input checked="" type="checkbox"/> DELETE
NAME	STIDD, ANDREW L.	
STREET ADDRESS	7 AVENUE B	
CITY-ST-ZIP	WEST BABYLON NY	
TITLE	VAS	<input type="checkbox"/> DELETE
NAME	BRADY, MARY L	
STREET ADDRESS	12 WALKER PLACE	
CITY-ST-ZIP	STATEN ISLAND NY	
TITLE	ATD	<input type="checkbox"/> DELETE
NAME	BRADY, MARY L	
STREET ADDRESS	12 WALKER PLACE	
CITY-ST-ZIP	STATEN ISLAND NY	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	VP S AT D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Richard L. Taiano	
1.3 STREET ADDRESS	Two Wall Street	
1.4 CITY-ST-ZIP	New York, New York 10005	
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	900002259339--7	
2.3 STREET ADDRESS	-08/06/97--01055--018	
2.4 CITY-ST-ZIP	****165.00 ****165.00	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.1 TITLE		<input 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		<input 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 chairman or officer of the corporation with an address.

SIGNATURE _____ (860) 241-7000

CR2E034 (9/96)

**Coopers
& Lybrand**

Coopers & Lybrand L.L.P.

a professional services firm

100 Pearl Street
Hartford, Connecticut
06103-4508

telephone (860) 241-7000

facsimile (860) 241-7590

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July 21, 1997

**Annual Reports Filings
Division of Corporations
Post Office Box 1500
Tallahasee, FL 32302-1500**

**RE: 1997 Profit Corporation Annual Report
RETAIL CREDIT CARD CORPORATION
Document #P39610(1)**

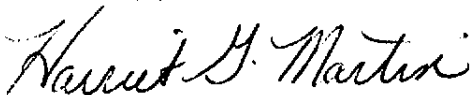
Gentlemen:

Enclosed please find the above-mentioned filing, together with a check in the amount of \$165.00, representing the filing fee.

Per our telephone conversation with you today, inasmuch as we have only received this document for filing within the last two weeks, you have agreed to waive the late-filing fee in connection with this 1997 report. Therefore, we have enclosed our check for \$165.00.

Thank you for your assistance in this matter.

Very truly yours,



Harriet G. Martin

HGM/das
Enclosures