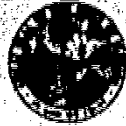


FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

CORPORATION
ANNUAL REPORT
1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State
DIVISION OF CORPORATIONS

**APPROVED
AND
FILED**

95 APR 17 PM 12: 50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P94000044635 (8)

1. Corporation Name
TCF AMERICA, INC.

Principal Place of Business
**201 E. PINE ST.
SUITE 1200
ORLANDO FL 32801**

Mailing Address
**201 E. PINE ST.
SUITE 1200
ORLANDO FL 32801**

DO NOT WRITE IN THIS SPACE.

3. Date Incorporated or Qualified
06/15/1994

3a. Date of Last Report

4. FEI Number
59-3255265

Applied For
Not Applicable

5. Certificate of Status Desired **\$8.75 Additional Fee Required**

6. Election Campaign Financing
Trust Fund Contribution **\$5.00 May Be Added to Fees**

8. This corporation has liability for intangible tax under S. 199.032, Florida Statutes Yes No

2. Principal Place of Business
21 Suits, Apt. #, etc.
22 City & State
23 Zip Country
24

2a. Mailing Address
26 Suits, Apt. #, etc.
27 City & State
28 Zip Country
29 30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**PRICE, PAMELA O
201 E. PINE ST.
SUITE 1200
ORLANDO FL 32801**

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 retaining)

12. OFFICERS AND DIRECTORS

TITLE	D
NAME	FUJITA, SENJI
STREET ADDRESS	201 E. PINE ST., #1200
CITY-ST-ZIP	ORLANDO FL 32801
TITLE	DP
NAME	TAKAI, YOSHIMI
STREET ADDRESS	201 E. PINE ST., #1200
CITY-ST-ZIP	ORLANDO FL 32801
TITLE	DV
NAME	WIENER, WILLIAM J
STREET ADDRESS	201 E. PINE ST., #1200
CITY-ST-ZIP	ORLANDO FL 32801
TITLE	DS
NAME	KAWAI, KOICHI
STREET ADDRESS	201 E. PINE ST., #1200
CITY-ST-ZIP	ORLANDO FL 32801
TITLE	DT
NAME	ITOH, TETSURO
STREET ADDRESS	201 E. PINE ST., #1200
CITY-ST-ZIP	ORLANDO FL 32801
TITLE	
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.1 TITLE	
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.1 TITLE	
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.1 TITLE	
5.2 NAME	DT
5.3 STREET ADDRESS	NODA, YUJI
5.4 CITY-ST-ZIP	201 E. PINE ST., # 1200
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 is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(b), 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: William J. Wiener, DVJ/30/95 212-418-0132
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR