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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

DOCUMENT # F97000003975 (6)

1. Corporation Name
BENEFICIAL GEORGIA INC.



Principal Place of Business: 301 N. WALNUT ST WILMINGTON DE 19801

Mailing Address: 301 N. WALNUT ST WILMINGTON DE 19801

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 07/28/1997

4. FEI Number: 51-0102292

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 owes or has paid the current year intangible Personal Property Tax due June 30. Yes No

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, 83, 84 City, 85 Zip Code (FL)

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 officer, agent and title, applicable. (NOTE: Registered Agent signature required when reinstating.) DATE:

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ROESKI, MICHAEL J	1.2 NAME	
STREET ADDRESS	3714 SMOKE HICKORY LANE	1.3 STREET ADDRESS	000002537390--3
CITY-ST-ZIP	VALRICO FL 33594	1.4 CITY-ST-ZIP	-05/27/98--01096--011
TITLE	V	2.1 TITLE	***2850.00 ****150.00
NAME	KLESSE, RICHARD C	2.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	10 OAKHILL RD	2.3 STREET ADDRESS	
CITY-ST-ZIP	NESHANIC STATION NJ	2.4 CITY-ST-ZIP	
TITLE	VD	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	COX, FREEMAN W	3.2 NAME	
STREET ADDRESS	3903 APPLGATE CIRCLE	3.3 STREET ADDRESS	
CITY-ST-ZIP	BRANDEN FL 33511	3.4 CITY-ST-ZIP	
TITLE	VTD	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DAWSON, ELIZABETH A	4.2 NAME	
STREET ADDRESS	6 VAN DYKE DR	4.3 STREET ADDRESS	
CITY-ST-ZIP	NEW CASTLE DE 19720	4.4 CITY-ST-ZIP	
TITLE	V	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DINZEO, LOUIS J	5.2 NAME	
STREET ADDRESS	3487 IVY LANE	5.3 STREET ADDRESS	
CITY-ST-ZIP	MURRAYSVILLE PA	5.4 CITY-ST-ZIP	
TITLE	VSD	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LEWIS, JANICE L	6.2 NAME	
STREET ADDRESS	810 E. BASIN RD, SCHOOLSIDE APTS., E-3	6.3 STREET ADDRESS	
CITY-ST-ZIP	NEW CASTLE DE 19720	6.4 CITY-ST-ZIP	

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: *[Handwritten Signature]* E.A. M... VP

CR2E034 (10/97)