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Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 807933

1. Corporation Name
BENEFICIAL FLORIDA, INC.

Principal Place of Business ONE CHRISTINA CENTER 301 NORTH WALNUT STREET WILMINGTON DE 19801	Mailing Address 300 BENEFICIAL CENTER PEAPACK NJ 07977
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 2700 Sanders Rd	26 Same
Suite, Apt. #, etc.	Suite, Apt. #, etc.
22 Attn: Tax Dept	27
City & State	City & State
23 Prospect Heights, IL	28
Zip Country	Zip Country
24 60070 25 COOK	29 30

3. Date Incorporated or Qualified 07/07/1949	
4. FEI Number 51-0062574	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 owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
 1200 S. 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	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 _____ 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	VTD	<input type="checkbox"/> DELETE
NAME	DAWSON, ELIZABETH A	
STREET ADDRESS	301 N. WALNUT ST.	
CITY-ST-ZIP	WILMINGTON DE	
TITLE	VSD	<input type="checkbox"/> DELETE
NAME	LEWIS, JANICE L	
STREET ADDRESS	301 N. WALNUT ST.	
CITY-ST-ZIP	WILMINGTON DE	
TITLE	EVP	<input type="checkbox"/> DELETE
NAME	KLESSE, RICHARD C	
STREET ADDRESS	200 BENEFICIAL CENTER	
CITY-ST-ZIP	PEAPACK NJ	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	ROSESKI, MICHEAL J	
STREET ADDRESS	434 KNIGHTS RUN AVE	
CITY-ST-ZIP	TAMPA FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	President	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	G.D. Gilmer	
1.3 STREET ADDRESS	2700 SANDERS ROAD	
1.4 CITY-ST-ZIP	PROSPECT HEIGHTS IL 60070	
2.1 TITLE	Secretary	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	K.K. Curtain	
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE	Treasurer	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	B. B. Moos, Jr.	
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE	Director	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	J.W. Bientke	
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE	Director	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	M.A. DeLuca	
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE	Asst. Secretary	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	R.S. Winder	
6.3 STREET ADDRESS		
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, with all other like empowered.

SIGNATURE: **R.S. Winder** REQUIRED **4/2/99**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/198)