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Apr 24 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # 149905 (2)
1. Corporation Name
ASSOCIATES FINANCIAL SERVICES COMPANY OF FLORIDA
, INC.

Principal Place of Business Mailing Address
% ASSOCIATES CORPORATION OF NORTH AMERICA P O BOX 680237
250 CARPENTER FREEWAY CORP TAX DEPT
IRVING TX 24062 DALLAS TX 75266-0237
US US

3. Date Incorporated or Qualified 01/24/1947 3a. Date of Last Report 05/01/1996

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 Country 30 Country

4. FEI Number 35-6018733 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

9. Name and Address of Current Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

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

Signature, typed or printed name of registered agent and fee if 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	
NAME	SLONE, THOMAS R	1.2 NAME	
STREET ADDRESS	250 CARPENTER FREEWAY	1.3 STREET ADDRESS	
CITY-ST-ZIP	IRVING TX	1.4 CITY-ST-ZIP	
TITLE	D	2.1 TITLE	
NAME	JAMES S. JOHNSON	2.2 NAME	
STREET ADDRESS	250 CARPENTER FREEWAY	2.3 STREET ADDRESS	
CITY-ST-ZIP	IRVING TX	2.4 CITY-ST-ZIP	
TITLE	S	3.1 TITLE	
NAME	HAYES, TIMOTHY	3.2 NAME	
STREET ADDRESS	250 CARPENTER FREEWAY	3.3 STREET ADDRESS	
CITY-ST-ZIP	IRVING TX	3.4 CITY-ST-ZIP	
TITLE	AVS	4.1 TITLE	
NAME	GREENE, P.J.	4.2 NAME	
STREET ADDRESS	250 CARPENTER FREEWAY	4.3 STREET ADDRESS	
CITY-ST-ZIP	IRVING TX	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	
NAME	MIZE, KENNETH E.	5.2 NAME	
STREET ADDRESS	250 CARPENTER FREEWAY	5.3 STREET ADDRESS	
CITY-ST-ZIP	IRVING TX	5.4 CITY-ST-ZIP	
TITLE	TV	6.1 TITLE	
NAME	HUGHES, J.F.	6.2 NAME	
STREET ADDRESS	250 CARPENTER FREEWAY	6.3 STREET ADDRESS	
CITY-ST-ZIP	IRVING TX	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:

[Signature]

Printed Name

Address

04/20/97 (972) 652-4000

CR2E034 (9/96)