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FILED
May 14 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 # 697842 (3) 1. Corporation Name FLEET HOME EQUITY USA, INC.			
Principal Place of Business % FLEET FINANCE NC 30 PERIMETER PARK ATLANTA GA 30341		Mailing Address % FLEET FINANCE NC 30 PERIMETER PARK ATLANTA GA 30341-1329	
2. Principal Place of Business 21 6 Executive Park Dr., NE Suite, Apt. #, etc. 22 City & State 23 Atlanta, GA Zip 24 30329		2a. Mailing Address 26 6 Executive Park Dr., NE Suite, Apt. #, etc. 27 City & State 28 Atlanta, GA Zip 29 30329	
Country 25 USA		Country 30 USA	
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 Signature, typed or printed name of registered agent and filed applicable (NOTE: Registered Agent signature required when re-appointing) DATE			
12. OFFICERS AND DIRECTORS			
TITLE	CD	☐ DELETE	
NAME	TORKE, MICHAEL J.		
STREET ADDRESS	211 PERIMETER CENTER PKWY, SUITE 800		
CITY-ST-ZIP	ATLANTA GA 30346		
TITLE	P	☒ DELETE	
NAME	WHITE, GORDON W.		
STREET ADDRESS	211 PERIMETER CENTER PKWY, SUITE 800		
CITY-ST-ZIP	ATLANTA GA 30346		
TITLE	V/AS	☒ DELETE	
NAME	FRANZENTH, THERESE G		
STREET ADDRESS	211 PERIMETER CENTER PKWY, SUITE 800		
CITY-ST-ZIP	ATLANTA GA 30346		
TITLE	VD	☒ DELETE	
NAME	COVINGTON, P. EMERY		
STREET ADDRESS	211 PERIMETER CENTER PKWY, SUITE 800		
CITY-ST-ZIP	ATLANTA GA		
TITLE	S	☐ DELETE	
NAME	MUTTERPERL, WILLIAM		
STREET ADDRESS	111 WESTMINSTER ST.		
CITY-ST-ZIP	PROVIDENCE RI 02903		
TITLE	T	☒ DELETE	
NAME	PANNONE, RICHARD R.		
STREET ADDRESS	111 WESTMINSTER ST.		
CITY-ST-ZIP	PROVIDENCE RI 02903		
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
1.1 TITLE	D	☒ Change ☐ Addition	
1.2 NAME	Torke, Michael J.		
1.3 STREET ADDRESS	1333 Main Street		
1.4 CITY-ST-ZIP	Columbia, SC 29211		
2.1 TITLE	P/C/D	☐ Change ☒ Addition	
2.2 NAME	Armstrong, Donald F.		
2.3 STREET ADDRESS	6 Executive Park Dr., NE		
2.4 CITY-ST-ZIP	Atlanta, GA 30329		
3.1 TITLE	SVP/AS	☐ Change ☒ Addition	
3.2 NAME	Mackie, Janet H.		
3.3 STREET ADDRESS	6 Executive Park Dr., NE		
3.4 CITY-ST-ZIP	Atlanta, GA 30329		
4.1 TITLE	SVP/AS/D	☐ Change ☒ Addition	
4.2 NAME	Lemoine, Lance A.		
4.3 STREET ADDRESS	6 Executive Park Dr., NE		
4.4 CITY-ST-ZIP	Atlanta, GA 30329		
5.1 TITLE	S	☒ Change ☐ Addition	
5.2 NAME	Mutterperl, William C.		
5.3 STREET ADDRESS	One Federal Street		
5.4 CITY-ST-ZIP	Boston, MA 02110		
6.1 TITLE	T	☐ Change ☒ Addition	
6.2 NAME	Makowiecki, Peter J.		
6.3 STREET ADDRESS	1333 Main Street		
6.4 CITY-ST-ZIP	Columbia, SC 29211		

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: *Monique Bourgeois* **Monique Bourgeois, AVP/Asst Sec 04/28/97**

(404) 320-2706

CR2E034 (9/96)