

FILE NOW: FILING FEE AFTER MAY 1ST. IS \$550.00

FILED
May 18 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Northam Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **697842** (3)
1. Corporation Name
FLEET HOME EQUITY USA, INC.

Principal Place of Business 6 EXECUTIVE PARK DR., NE ATLANTA GA 30329 US	Mailing Address 6 EXECUTIVE PARK DR., NE ATLANTA GA 30329 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 08/06/1981	
21 Suite, Apt. #, etc.	22 City & State	26 Suite, Apt. #, etc.	27 City & State	4. FEI Number 22-234412 25-1204932	Applied For Not Applicable
23 Zip	24 Country	28 Zip	29 Country	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 or has paid the current year Intangible Personal Property Tax due June 30. <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

Signature, typed or printed name of registered agent and title, if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	1.1 TITLE	D
NAME	TORKE, MICHAEL J.	1.2 NAME	BRIANT. Moynihan
STREET ADDRESS	1333 MAIN ST	1.3 STREET ADDRESS	One Federal Way
CITY-ST-ZIP	COLUMBIA SC	1.4 CITY-ST-ZIP	Boston, MA 02110
TITLE	PCD	2.1 TITLE	
NAME	ARMSTRONG, DONALD F.	2.2 NAME	
STREET ADDRESS	6 EXECUTIVE PARK DR., NE	2.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA	2.4 CITY-ST-ZIP	
TITLE	SVP	3.1 TITLE	SVP A
NAME	MACKIE, JANET H.	3.2 NAME	
STREET ADDRESS	6 EXECUTIVE PARK DR., NE	3.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA	3.4 CITY-ST-ZIP	
TITLE	SVPD	4.1 TITLE	SVP A
NAME	LEMOINE, LANCE A.	4.2 NAME	Colly L. Brown
STREET ADDRESS	6 EXECUTIVE PARK DR., NE	4.3 STREET ADDRESS	6 EXECUTIVE PARK DR., NE
CITY-ST-ZIP	ATLANTA GA	4.4 CITY-ST-ZIP	ATLANTA, GA 30329
TITLE	S	5.1 TITLE	
NAME	MUTTERPERL, WILLIAM	5.2 NAME	
STREET ADDRESS	ONE FEDERAL STREET	5.3 STREET ADDRESS	
CITY-ST-ZIP	BOSTON MA	5.4 CITY-ST-ZIP	
TITLE	T	6.1 TITLE	T VP
NAME	MAKOWIECKI, PETER J	6.2 NAME	Cleveland Fletcher
STREET ADDRESS	1333 MAIN STREET	6.3 STREET ADDRESS	6 EXECUTIVE PARK DR., NE
CITY-ST-ZIP	COLUMBIA SC	6.4 CITY-ST-ZIP	ATLANTA, GA 30329

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

[Signature]

[Signature]

CR2E034 (10/97)