

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

FILED
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
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DOCUMENT # 822900 (7)
1. Corporation Name
ASSOCIATES CAPITAL SERVICES CORPORATION



Principal Place of Business % ASSOCIATES CORPORATION OF NORTH AMERICA 250 CARPENTER FREEWAY IRVING TX 75062 US	Mailing Address P O BOX 660237 ORP TAX DEPT DALLAS TX 75266-0237 US
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country	3. Date Incorporated or Qualified 06/06/1969	3a. Date of Last Report 05/01/1996	4. FEI Number 35-1071117	Applied For 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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> 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 85 Zip Code
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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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D LONGNECKER, CHESTER	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	250 CARPENTER FREEWAY	1.2 NAME	
STREET ADDRESS	IRVING TX	1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	AVS GREENE, P.J.	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	250 CARPENTER FREEWAY	2.2 NAME	
STREET ADDRESS	IRVING TX	2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	S HAYES, TIMOTHY	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	250 CARPENTER FREEWAY	3.2 NAME	
STREET ADDRESS	IRVING TX	3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	PD MARSHALL, H.D.	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	250 CARPENTER FREEWAY	4.2 NAME	
STREET ADDRESS	IRVING TX	4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	EVPD MANDICK, DENNIS J	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	250 CARPENTER FREEWAY	5.2 NAME	
STREET ADDRESS	IRVING TX	5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	TV HUGHES, J.F.	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	250 CARPENTER FREEWAY	6.2 NAME	
STREET ADDRESS	IRVING TX	6.3 STREET ADDRESS	
CITY-ST-ZIP		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 _____ Patrick J. Greene, Asst. VP & Asst. Secretary of the Corporation

CR2E034 (9/96)