

4-24-97 B-5346 C
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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 # 825364 (3)

1. Corporation Name
AFC SECURITIES INC

Principal Place of Business Mailing Address
% ASSOCIATES CORPORATION OF NORTH AMERICA P O BOX 660237
250 CARPENTER FREEWAY CORP TAX DEPT
IRVING TX 75062 DALLAS TX 75266
US US

3. Date Incorporated or Qualified 11/12/1970
3a. Date of Last Report 05/01/1996

2. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	35-1173049	Not Applicable
22 City & State	27 City & State	5. Certificate of Status Desired	\$8.75 Additional Fee Required
23 Zip Country	28 Zip Country	6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
24	29	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	Yes No

9. Name and Address of Current Registered Agent	10. Name and Address of New Registered Agent
THE PRENTICE-HALL CORPORATION SYSTEM INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301	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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	AT	1.1 TITLE	Director/President & Treasurer
NAME	DVID A. FRANKLIN	1.2 NAME	David A. Franklin
STREET ADDRESS	250 CARPENTER FREEWAY	1.3 STREET ADDRESS	250 Carpenter Freeway
CITY-ST-ZIP	IRVING TX	1.4 CITY-ST-ZIP	Irving, TX 75062
TITLE	D	2.1 TITLE	
NAME	NOONAN, DIANE	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	LISKOW, FREDRIC C	3.2 NAME	
STREET ADDRESS	250 CARPENTER FREEWAY	3.3 STREET ADDRESS	
CITY-ST-ZIP	IRVING TX	3.4 CITY-ST-ZIP	
TITLE	D	4.1 TITLE	
NAME	ULRICH, RICHARD	4.2 NAME	
STREET ADDRESS	250 CARPENTER FREEWAY	4.3 STREET ADDRESS	
CITY-ST-ZIP	IRVING TX	4.4 CITY-ST-ZIP	
TITLE	AVS	5.1 TITLE	
NAME	GREENE, P.J.	5.2 NAME	
STREET ADDRESS	250 CARPENTER FREEWAY	5.3 STREET ADDRESS	
CITY-ST-ZIP	IRVING TX	5.4 CITY-ST-ZIP	
TITLE	PTD	6.1 TITLE	
NAME	WINSTON, DOROTHEA	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: _____ DATE: 04/20/97 (972) 652-4000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Daytime Phone #

CR2E034 (9/96)