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Mar 09 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **825364** (3)
1. Corporation Name
AFC SECURITIES INC

Principal Place of Business
**% ASSOCIATES CORPORATION OF NORTH AMERICA
250 CARPENTER FREEWAY
IRVING TX 75062
US**

Mailing Address
**P O BOX 660237
CORP TAX DEPT
DALLAS TX 75266-0237
US**



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 11/12/1970	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 35-1173049	Applied For <input type="checkbox"/> Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	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		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
		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 _____ DATE _____
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	AT	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DVID A. FRANKLIN	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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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	DPT	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FRANKLIN, DAVID A.	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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

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 correct to the best of my knowledge and belief, 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 liquidator of the corporation, and that my name appears in Block 12 or Block 13 if changed, or in an attachment with an address.

SIGNATURE: *Patrick J. Greene* **PATRICK J. GREENE**
ASST VICE PRESIDENT
& ASST SECRETARY
2/28/98

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