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Apr 27, 1999 8:00 am
Secretary of State

04-27-1999 90017 042 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # **829524**

1. Corporation Name
UNITED STATES FLEET LEASING, INC.



Principal Place of Business
**250 CARPENTER FREEWAY
 IRVING TX 75062
 US**

Mailing Address
**P O BOX 680237
 C/O CORPORATE TAX DEPT
 DALLAS TX 75266-0237
 US**

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
 21 Suite, Apt. #, etc.
 22 City & State
 23 Zip Country
 24

2a. Mailing Address
 26 Suite, Apt. #, etc.
 27 City & State
 28 Zip Country
 29 30

3. Date Incorporated or Qualified
02/15/1973

4. FEI Number
94-1579328

5. Certificate of Status Desired **\$8.75** Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution **\$5.00** May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

9. Name and Address of Current Registered Agent
**CORPORATION SERVICE COMPANY
 1201 HAYS STREET
 TALLAHASSEE FL 32301-2525**

10. Name and Address of New Registered Agent
 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: _____ DATE: _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	LONGENECKER, CHESTER D	
STREET ADDRESS	250 CARPENTER FREEWAY	
CITY-ST-ZIP	IRVING TX 75062	
TITLE	D	<input type="checkbox"/> DELETE
NAME	MANDICK, DENNIS	
STREET ADDRESS	250 CARPENTER FREEWAY	
CITY-ST-ZIP	IRVING TX 75062	
TITLE	DP	<input checked="" type="checkbox"/> DELETE
NAME	MARSHALL, HAROLD	
STREET ADDRESS	250 CARPENTER FREEWAY	
CITY-ST-ZIP	IRVING TX 75062	
TITLE	SS	<input checked="" type="checkbox"/> DELETE
NAME	HAYES, TIMOTHY M	
STREET ADDRESS	250 CARPENTER FREEWAY	
CITY-ST-ZIP	IRVING TX 75062	
TITLE	AVAS	<input type="checkbox"/> DELETE
NAME	GREENE, PATRICK	
STREET ADDRESS	250 CARPENTER FREEWAY	
CITY-ST-ZIP	IRVING TX 75062	
TITLE	EVPT	<input type="checkbox"/> DELETE
NAME	HUGHES, JOHN F	
STREET ADDRESS	250 CARPENTER FREEWAY	
CITY-ST-ZIP	IRVING TX 75062	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Costas, Stephen J.
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	Polka, Lawrence J.
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	Liskow, Frederic C.
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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 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 the Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowerments.

SIGNATURE: *Patrick J. Greene* DATE: **4/19/99**
PATRICK J. GREENE
ASST VICE PRESIDENT & ASST SECRETARY

CR2E034 (1/98)