

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

FILED
May 05 1998 8:00am
Secretary of State

| | | |
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| PROFIT CORPORATION ANNUAL REPORT 1998 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
|--|---|--|

DOCUMENT # 834364 (2)
1. Corporation Name
BTM FINANCIAL & LEASING CORPORATION

| | |
|--|--|
| Principal Place of Business 125 SUMMER ST (02110) P.O. BOX 2332 BOSTON MA 02107 | Mailing Address 125 SUMMER ST (02110) P.O. BOX 2332 BOSTON MA 02107 US |
|--|--|



DO NOT WRITE IN THIS SPACE

| | | | | | |
|--------------------------------|---------------------|---------------------|---------------------|---|--|
| 2. Principal Place of Business | | 2a. Mailing Address | | 3. Date Incorporated or Qualified 05/01/1975 | |
| 21 | Suite, Apt. #, etc. | 26 | Suite, Apt. #, etc. | 4. FEI Number 04-6077779 | |
| 22 | City & State | 27 | City & State | 5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required | |
| 23 | Zip | 28 | Zip | 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 checked="" 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 |
| | | | | FL | 85 Zip Code |

11. Pursuant to the provisions of Sections 607.05(2) 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 | 1 | 1.1 TITLE | DIR/PRES |
| NAME | LEO R. CHAUSSE | 1.2 NAME | |
| STREET ADDRESS | 125 SUMMER STREET | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | BOSTON MA 02110 | 1.4 CITY-ST-ZIP | |
| TITLE | VP | 2.1 TITLE | VP/Treas. |
| NAME | URSINO, JOHN | 2.2 NAME | Eric Plugis |
| STREET ADDRESS | 125 SUMMER STREET | 2.3 STREET ADDRESS | 125 Summer St |
| CITY-ST-ZIP | BOSTON MA | 2.4 CITY-ST-ZIP | Boston MA 02110 |
| TITLE | VP | 3.1 TITLE | |
| NAME | SPOKOWSKI, PHILIP A. | 3.2 NAME | |
| STREET ADDRESS | 125 SUMMER STREET | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP | BOSTON MA 02110 | 3.4 CITY-ST-ZIP | |
| TITLE | VP | 4.1 TITLE | |
| NAME | HORTON, C E JR | 4.2 NAME | |
| STREET ADDRESS | 125 SUMMER STREET | 4.3 STREET ADDRESS | |
| CITY-ST-ZIP | BOSTON MA 02110 | 4.4 CITY-ST-ZIP | |
| TITLE | | 5.1 TITLE | SR VP/Secretary |
| NAME | | 5.2 NAME | Kathleen Maloney |
| STREET ADDRESS | | 5.3 STREET ADDRESS | 125 Summer St |
| CITY-ST-ZIP | | 5.4 CITY-ST-ZIP | Boston, MA 02110 |
| TITLE | | 6.1 TITLE | Dir / Ex VP |
| NAME | | 6.2 NAME | James F Winschel, Jr. |
| STREET ADDRESS | | 6.3 STREET ADDRESS | 125 Summer St |
| CITY-ST-ZIP | | 6.4 CITY-ST-ZIP | Boston MA 02110 |

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

CR2E034 (10/97)

OFFICERS AND DIRECTORS:

| <u>NAME</u> | <u>OFFICE</u> | <u>ADDRESS</u> |
|------------------------|---------------|--|
| <u>DIRECTORS</u> | | |
| Tetsuo Shimura | Chairman | 425 East 58th Street New York, NY 10022 |
| Leo R. Chausse | Director | 5 Standish Circle Canton, MA 02021 |
| Akira Tomioka | Director | 2 Louisburg Square #1 Boston, MA 02108 |
| James F. Winschel, Jr. | Director | 11 Cudworth Lane Sudbury, MA 01776 |

| <u>NAME</u> | <u>OFFICE</u> | <u>ADDRESS</u> |
|-------------------------|---|--|
| <u>OFFICERS</u> | | |
| Tetsuo Shimura | Chairman of the Board of Directors | 425 East 58th Street New York, NY 10022 |
| Leo R. Chausse | President and Chief Executive Officer | 5 Standish Circle Canton, MA 02021 |
| Akira Tomioka* | Senior Executive Vice President | 2 Louisburg Square #1 Boston, MA 02108 |
| James F. Winschel, Jr.* | Executive Vice President | 11 Cudworth Lane Sudbury, MA 01776 |
| David A. Meehan* | Executive Vice President | 95 Orchard Street Belmont, MA 02178 |
| Kathleen R. Maloney | Senior Vice President, General Counsel, Secretary and Clerk | 50 Freedom Hollow #403 Salem, MA 01970 |
| Joseph W. O'Brien* | Vice President | 220 Manomet Avenue P.O. Box 1391 Manomet, MA 02345 |
| Rory Laughna* | Senior Vice President | 3 Noannet Circle Westwood, MA 02090 |
| Patricia Donoghue* | Vice President | 79 Channing Road Watertown, MA 02172 |
| Paul Goss* | Vice President | 18 Sea Fox Lane Gloucester, MA 01930 |
| Kathleen Hall* | Vice President | 13 Wakeland Road Dover, MA 02030 |
| Mark A. Helman | Vice President, Assistant Secretary and Assistant Clerk | 27 Edgewood Road Wayland, MA 01778 |
| Charles E. Horton, Jr.* | Vice President | 3 Scotland Heights N. Reading, MA 01864 |
| John McCarthy* | Vice President | 15 Hillcrest Road Medfield, MA 02052 |
| Donna Meyer* | Vice Preasent | 42 Longfellow Road Needham, MA 02194 |
| Paul Nolan* | Vice President and Controller | 27 Ridgewood Lane Melrose, MA 02176 |

| <u>NAME</u> | <u>OFFICE</u> | <u>ADDRESS</u> |
|----------------------|---------------------------------|--|
| Eric Plugis | Vice President and Treasurer | 4 Benjamin Kidder Lane Bedford, MA 01730 |
| Philip A. Spokowski* | Vice President | 31 Barnstable Road Wellesley Hills, MA 02181 |

- * These officers (who are currently officers of BTM Capital Corporation) are appointed officers of the above-named BTM Trust subsidiary for the limited purpose of negotiating, signing and delivering all documents and taking actions in connection with the revised Origination, Servicing and Remarketing Agreement between BTM Capital Corporation and the above-named BTM Trust subsidiary dated as of August 1, 1995.