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PROFIT
CORPORATION
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 846222

(8)

NC
4-16-96
ASB
8-3

1. Corporation Name

BOT FINANCIAL & LEASING CORPORATION B-3

New Name: BTM Financial & Leasing Corporation

Principal Place of Business

Mailing Address

125 SUMMER ST (021101625)
P.O. BOX 2332
BOSTON MA 02107

125 SUMMER ST (021101625)
P.O. BOX 2332
BOSTON MA 02107
US



3. Date Incorporated or Qualified

06/13/1980

3a. Date of Last Report

05/01/1995

2. Principal Place of Business

2a. Mailing Address

21

26

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22

27

City & State

City & State

23

28

Zip

Country

Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

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

Signature typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE P
NAME EUGENE F. MCCULLOCH
STREET ADDRESS 182 DEDHAM ST
CITY-ST-ZIP DOVER MA

TITLE EVP
NAME LEO R. CHAUSSE
STREET ADDRESS 5 STANDISH CIRCLE
CITY-ST-ZIP CANTON MA

TITLE DCP
NAME MCCULLOCH, EUGENE F., JR
STREET ADDRESS 182 DEDHAM STREET
CITY-ST-ZIP DOVER MA

TITLE VP
NAME SPOKOWSKI, PHILIP A.
STREET ADDRESS 31 BARNSTABLE ROAD
CITY-ST-ZIP WELLESLEY HILLS MA

TITLE VP
NAME HORTON, JR. C E.
STREET ADDRESS 3 SCOTLAND HEIGHTS
CITY-ST-ZIP NORTH READING MA

TITLE SVP
NAME RICHARD E. CAROLAN
STREET ADDRESS 60 LIVINGSTON RD.
CITY-ST-ZIP WELLSLEY MA

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE See Attached List
1.2 NAME
1.3 STREET ADDRESS 125 Summer Street
1.4 CITY-ST-ZIP Boston, MA 02110 For All

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-ZIP

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***200.00

ASB
4-24-96

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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: Charles E. Horton, Jr. 4/16/96 (617) 573-9000

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (12/95)

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Directors of BTM Financial & Leasing Corporation B-3

Sachio Kohjima
Eugene F. McCulloch, Jr.
Yoji Anzai
Leo R. Chausse

Officers of BTM Financial & Leasing Corporation B-3

For BOT Funding Corporation and all other companies other than
BOT Financial Corporation, BOT Financial Resources, Inc., BOT
Financial Services, Inc., U.B. Vehicle Leasing, Inc., U B
Leasing, Inc.:

Sachio Kohjima
Eugene F. McCulloch, Jr.

Yoji Anzai
Richard E. Carolan
Leo R. Chausse

Michael W. Lieber
Gary L. Christensen
Karen Hurst
David A. Meehan
Tetsuya Ota
Yasuyuki Otsu
Akiyoshi Ebinuma

Philip S. Sternstein

Thomas J. Thornton
Halsey B. Collins

Chairman of the Board of Directors
President and Chief Executive
Officer

Executive Vice President
Executive Vice President
Executive Vice President, Chief
Financial Officer, Treasurer,
Assistant Secretary and Assistant
Clerk

Executive Vice President
Senior Vice President
Senior Vice President
Senior Vice President
Senior Vice President
Senior Vice President
Senior Vice President

Senior Vice President, General
Counsel, Secretary and Clerk
Senior Vice President
Vice President, Assistant Secretary
and Assistant Clerk

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Charles E. Horton, Jr.
Michael E. Lewicki
Kathleen R. Maloney
John McCarthy
Joseph W. O'Brien
Joseph Porta
Philip A. Spokowski
Howard Thompson
John Ursino

[illegible]