


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

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Apr 29 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 # 846222 (8) 1. Corporation Name BTM FINANCIAL & LEASING CORPORATION B-3					
Principal Place of Business 125 SUMMER ST (021101625) P.O. BOX 2332 BOSTON MA 02107			Mailing Address 125 SUMMER ST (021101625) P.O. BOX 2332 BOSTON MA 02107-2332 US		
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 25 Suite, Apt. #, etc. 26 City & State 27 Zip 28 Country		3. Date Incorporated or Qualified 06/13/1980 3a. Date of Last Report 04/24/1996 4. FEI Number 04-2578316 5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <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 85 Zip Code FL	
11. Pursuant to the provisions of Sections 607.0502 and 607.1506, 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 NAME STREET ADDRESS CITY - ST - ZIP P EUGENE F. MCCULLOCH 125 SUMMER STREET BOSTON MA 02110 <input checked="" type="checkbox"/> DELETE			1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP See Attached List 125 Summer Street Boston, MA 02110 <input type="checkbox"/> Change <input type="checkbox"/> Addition		
TITLE NAME STREET ADDRESS CITY - ST - ZIP EVP LEO R. CHAUSSE 125 SUMMER STREET BOSTON MA 02110 <input type="checkbox"/> DELETE			2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition		
TITLE NAME STREET ADDRESS CITY - ST - ZIP DCP MCCULLOCH, EUGENE F., JR 125 SUMMER STREET BOSTON MA 02110 <input checked="" type="checkbox"/> DELETE			3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition		
TITLE NAME STREET ADDRESS CITY - ST - ZIP VP SPOKOWSKI, PHILIP A. 125 SUMMER STREET BOSTON MA 02110 <input type="checkbox"/> DELETE			4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition		
TITLE NAME STREET ADDRESS CITY - ST - ZIP VP HORTON, C E JR 125 SUMMER STREET BOSTON MA 02110 <input type="checkbox"/> DELETE			5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition		
TITLE NAME STREET ADDRESS CITY - ST - ZIP SVP RICHARD E. CAROLAN 125 SUMMER STREET BOSTON MA 02110 <input type="checkbox"/> DELETE			6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition		

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, unchanged, or on an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Charles E. Horton, Jr.

4/16/97 (617) 573-9000

Date

Daytime Phone # 0000480

CR2E034 (9/96)

Directors of BTM Trust Subsidiaries (other than BTM Financial Services, Inc. and BTM Financial Resources, Inc.)

Shin Nakahara  
Leo R. Chausse  
Yoji Anzai  
James F. Winschel, Jr.

Officers of BTM Trust Subsidiaries (Massachusetts)

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

Shin Nakahara	Chairman of the Board of Directors
Leo R. Chausse	President and Chief Executive Officer
Yoji Anzai*	Executive Vice President
James F. Winschel, Jr.	Executive Vice President and Treasurer
David A. Meehan*	Executive Vice President
Gary L. Christensen*	Senior Vice President
Akiyoshi Ebinuma	Senior Vice President
Tokuhiro Hashi	Senior Vice President
Philip S. Sternstein	Senior Vice President, General Counsel, Secretary and Clerk
Thomas J. Thornton*	Senior Vice President
James F. Winschel, Jr.*	Senior Vice President
Patricia Donoghue*	Vice President
Paul Goss*	Vice President
Kathleen Hall*	Vice President
Charles E. Horton, Jr.*	Vice President
John McCarthy*	Vice President
Paul Nolan*	Vice President
Joseph W. O'Brien*	Vice President
Eric Plugis*	Vice President
Philip A. Spokowski*	Vice President
John Ursino	Vice President