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FILED
May 05 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 # 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 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country		3. Date Incorporated or Qualified 06/13/1980	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country		4. FEI Number 04-2578316	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 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 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	
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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 date, if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	VP	1.1 TITLE	Dir/Ex VP
NAME	URSINO, JOHN	1.2 NAME	James F. Winschel, Jr
STREET ADDRESS	125 SUMMER STREET	1.3 STREET ADDRESS	125 Summer St
CITY-ST-ZIP	BOSTON MA	1.4 CITY-ST-ZIP	Boston MA 02110
TITLE	EVP	2.1 TITLE	DIR/PRES
NAME	LEO R. CHAUSSE	2.2 NAME	
STREET ADDRESS	125 SUMMER STREET	2.3 STREET ADDRESS	
CITY-ST-ZIP	BOSTON MA 02110	2.4 CITY-ST-ZIP	
TITLE	VP	3.1 TITLE	VP/Treas
NAME	PLUGIS, ERIC	3.2 NAME	
STREET ADDRESS	125 SUMMER STREET	3.3 STREET ADDRESS	
CITY-ST-ZIP	BOSTON MA	3.4 CITY-ST-ZIP	
TITLE	VP	4.1 TITLE	
NAME	SPOKOWSKI, PHILIP A.	4.2 NAME	
STREET ADDRESS	125 SUMMER STREET	4.3 STREET ADDRESS	
CITY-ST-ZIP	BOSTON MA 02110	4.4 CITY-ST-ZIP	
TITLE	VP	5.1 TITLE	
NAME	HORTON, C E JR	5.2 NAME	
STREET ADDRESS	125 SUMMER STREET	5.3 STREET ADDRESS	
CITY-ST-ZIP	BOSTON MA 02110	5.4 CITY-ST-ZIP	
TITLE	SVP	6.1 TITLE	Sr VP / Secretary
NAME	RICHARD E. CAROLAN	6.2 NAME	Kathleen Maloney
STREET ADDRESS	125 SUMMER STREET	6.3 STREET ADDRESS	125 Summer St
CITY-ST-ZIP	BOSTON MA 02110	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, 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

OFFICERS

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 and Treasurer	11 Cudworth Lane Sudbury, MA 01776
David A. Meehan*	Executive Vice President	95 Orchard Street Belmont, MA 02178

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Kathleen R. Maloney	Senior Vice President, General Counsel, Secretary and Clerk	50 Freedom Hollow #403 Salem, MA 01970
Joseph W. O'Brien*	Senior 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 President	42 Longfellow Road Needham, MA 02194
Paul Nolan*	Vice President and Controller	27 Ridgewood Lane Melrose, MA 02176
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.