

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

FILED
May 02 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997	 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 846615 (3)
1. Corporation Name
U.S. HOME FINANCE CORPORATION



Principal Place of Business 1800 W.LOOP SOUTH P.O.BOX 2863 HOUSTON TX 77252	Mailing Address 1800 W.LOOP SOUTH P.O.BOX 2863 HOUSTON TX 77252-2863
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3. Date Incorporated or Qualified 07/30/1980	3a. Date of Last Report 04/30/1996
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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
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4. FEI Number 59-1995931	Applied For Not Applicable
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 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
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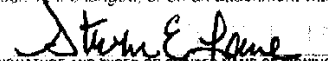
11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS	
TITLE	VPAS NAME: SADOWSKI, CHESTER P STREET ADDRESS: 1800 WEST LOOP SOUTH CITY-STATE-ZIP: HOUSTON TX
TITLE	VPS NAME: NAPOLI, THOMAS A STREET ADDRESS: 1800 WEST LOOP SOUTH CITY-STATE-ZIP: HOUSTON TX 77027
TITLE	DVS NAME: MCCABE, RONALD C. STREET ADDRESS: 311 PARK PLACE BLVD. CITY-STATE-ZIP: CLEARWATER, FL 0
TITLE	PD NAME: PETTY, JAMES R. STREET ADDRESS: 311 PARK PLACE BLVD. CITY-STATE-ZIP: CLEARWATER, FL 00000
TITLE	VAS NAME: LANE, STEVEN E. STREET ADDRESS: 1800 WEST LOOP SOUTH CITY-STATE-ZIP: HOUSTON TX
TITLE	VT NAME: FRUEH, GARY L. STREET ADDRESS: 1800 WEST LOOP SOUTH CITY-STATE-ZIP: HOUSTON TX

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-STATE-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-STATE-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-STATE-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-STATE-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-STATE-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-STATE-ZIP	

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 if changed, or on an attachment with an address.

SIGNATURE: 
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
Date: April 18, 1997 Daytime Phone #: 713/877-2311
0495975