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Secretary of State

PROFIT  
CORPORATION  
ANNUAL REPORT  
1997



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

DOCUMENT # 850640 (4)

1. Corporation Name  
DRESDNER BANK AKTIENGESELLSCHAFT

Principal Place of Business  
JUERGEN-PONTO PLATZ 1  
60301 FRANKFURT MAIN GE  
GE

Mailing Address  
ATTN: LEGAL DEPT.  
75 WALL ST. 29TH FLOOR  
NEW YORK NY 10005-2833  
US



3. Date Incorporated or Qualified 10/08/1981  
3a. Date of Last Report 03/18/1996

|                                |  |                        |  |                                                                                                                                                             |  |                                |  |
|--------------------------------|--|------------------------|--|-------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------|--|
| 2. Principal Place of Business |  | 2a. Mailing Address    |  | 4. FEI Number<br>13-2722082                                                                                                                                 |  | Applied For<br>Not Applicable  |  |
| 21 Suite, Apt. #, etc.         |  | 26 Suite, Apt. #, etc. |  | 5. Certificate of Status Desired <input type="checkbox"/>                                                                                                   |  | \$8.75 Additional Fee Required |  |
| 22 City & State                |  | 27 City & State        |  | 6. Election Campaign Financing<br>Trust Fund Contribution <input type="checkbox"/>                                                                          |  | \$5.00 May Be Added to Fees    |  |
| 23 Zip                         |  | 28 Zip                 |  | 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |  |                                |  |
| 24 Country                     |  | 29 Country             |  | 30                                                                                                                                                          |  |                                |  |

9. Name and Address of Current Registered Agent

DAVIS, EDWARD H JR  
200 SOUTH BISCAYNE BLVD.  
41ST FLOOR  
MIAMI FL 33131

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 607.0502 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 of person or persons authorized to act as registered agent and file if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

| 12. OFFICERS AND DIRECTORS |                                              | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 |                                                                              |
|----------------------------|----------------------------------------------|-------------------------------------------------------|------------------------------------------------------------------------------|
| TITLE                      | CM <input type="checkbox"/> DELETE           | 1.1 TITLE                                             | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | SARRAZIN, JUERGEN                            | 1.2 NAME                                              |                                                                              |
| STREET ADDRESS             | JUERGEN-PONTO-PLATZ 1                        | 1.3 STREET ADDRESS                                    | Juergen-Ponto-Platz 1                                                        |
| CITY-ST-ZIP                | 60301 FRANK MAIN GE                          | 1.4 CITY-ST-ZIP                                       | 60301 Frankfurt/Main, Germany                                                |
| TITLE                      | M <input type="checkbox"/> DELETE            | 2.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                       | ADENAUER, HANS-GUENTHER                      | 2.2 NAME                                              |                                                                              |
| STREET ADDRESS             | JUERGEN-PONTO-PLATZ 1                        | 2.3 STREET ADDRESS                                    |                                                                              |
| CITY-ST-ZIP                | 60301 FRANKFURT MAIN GE                      | 2.4 CITY-ST-ZIP                                       |                                                                              |
| TITLE                      | M <input checked="" type="checkbox"/> DELETE | 3.1 TITLE                                             | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME                       | CARSTENSEN, MEINHARD                         | 3.2 NAME                                              | M                                                                            |
| STREET ADDRESS             | JUERGEN PONTO PLATZ 1                        | 3.3 STREET ADDRESS                                    | Gerd Haeusler                                                                |
| CITY-ST-ZIP                | 60301 FRANKFURT MAIN GE                      | 3.4 CITY-ST-ZIP                                       | Juergen-Ponto-Platz 1                                                        |
|                            | Retired 12/31/96                             |                                                       | Frankfurt/Main, Germany                                                      |
| TITLE                      | M <input type="checkbox"/> DELETE            | 4.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                       | EBERSTADT, GERHARD                           | 4.2 NAME                                              |                                                                              |
| STREET ADDRESS             | JUERGEN-PONTO-PLATZ 1                        | 4.3 STREET ADDRESS                                    |                                                                              |
| CITY-ST-ZIP                | 60301 FRANKFURT MAIN GE                      | 4.4 CITY-ST-ZIP                                       |                                                                              |
| TITLE                      | M <input type="checkbox"/> DELETE            | 5.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                       | ETZEL, PIET-JOCHEN                           | 5.2 NAME                                              |                                                                              |
| STREET ADDRESS             | JUERGEN-PONTO-PLATZ 1                        | 5.3 STREET ADDRESS                                    |                                                                              |
| CITY-ST-ZIP                | 60301 FRANKFURT MAIN GE                      | 5.4 CITY-ST-ZIP                                       |                                                                              |
| TITLE                      | M <input checked="" type="checkbox"/> DELETE | 6.1 TITLE                                             | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME                       | MORGEN, KURT                                 | 6.2 NAME                                              | M                                                                            |
| STREET ADDRESS             | JUERGEN-PONTO-PLATZ 1                        | 6.3 STREET ADDRESS                                    | Prof. Dr. Ernst-Moritz Lipp                                                  |
| CITY-ST-ZIP                | 60301 FRANKFURT MAIN GE                      | 6.4 CITY-ST-ZIP                                       | Juergen-Ponto-Platz 1                                                        |
|                            | Retired 12/31/96                             |                                                       | 60301 Frankfurt/Main, Germany                                                |

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(5)(f), 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.

1) George N. Guggelberg, SM, Chief Executive North America, 2) Christopher Williams, Counsel

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

1) (212) 429-2186

CR2E034 (9/96)

**ADDITIONS TO BLOCK 12  
"OFFICERS AND DIRECTORS"**

**DRESDNER BANK AG  
BOARD OF MANAGING DIRECTORS, cont.**

|                            | <b><u>TITLE</u></b> |
|----------------------------|---------------------|
| Messrs. Dr. Horst Mueller  | M                   |
| Heinz-Joerg Platzek        | M                   |
| Prof. Dr. Christian Seidel | M                   |
| Dr. Bernd W. Voss          | M                   |
| Bernhard Walter            | M                   |
| Hansgeorg B. Hofmann       | M                   |
| Dr. Joachim von Harbou     | M                   |

all residing at:

Juergen-Ponto-Platz 1  
60301 Frankfurt/Main  
Germany