

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

FILED  
Apr 25 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 # 852585

(9)

1. Corporation Name

ASSOCIATES FINANCE, INC.

Principal Place of Business

% ASSOCIATES CORPORATION OF NORTH AMERICA  
250 CARPENTER FREEWAY  
IRVING TX 75062  
US

Mailing Address

P O BOX 660237  
CORP TAX DEPT  
DALLAS TX 75266-0237  
US



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	3a. Date of Last Report
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		04/14/1982	05/01/1996
22 City & State		27 City & State		4. FEI Number	Applied For
23 Zip		28 Zip		35-6018737	Not Applicable
24 Country		29 Country		5. Certificate of Status Desired	\$8.75 Additional Fee Required
				6. Election Campaign Financing Trust Fund Contribution	\$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 type="checkbox"/> No

9. Name and Address of Current Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM INC.  
1201 HAYS STREET  
SUITE 105  
TALLAHASSEE FL 32301

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, typed or printed name of registered agent (and title if applicable)

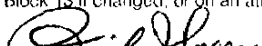
(NOTE: Registered Agent signature required when re-stating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SLONE, THOMAS R	1.2 NAME	
STREET ADDRESS	250 CARPENTER FREEWAY	1.3 STREET ADDRESS	
CITY-ST-ZIP	IRVING TX	1.4 CITY-ST-ZIP	
TITLE	AVS	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GREENE, P.J.	2.2 NAME	
STREET ADDRESS	250 CARPENTER FREEWAY	2.3 STREET ADDRESS	
CITY-ST-ZIP	IRVING TX	2.4 CITY-ST-ZIP	
TITLE	D	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ROBERT L. JANNING, JR.	3.2 NAME	
STREET ADDRESS	250 CARPENTER FREEWAY	3.3 STREET ADDRESS	
CITY-ST-ZIP	IRVING TX	3.4 CITY-ST-ZIP	
TITLE	D	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FOWLER, D H	4.2 NAME	Director
STREET ADDRESS	250 CARPENTER FREEWAY	4.3 STREET ADDRESS	James S. Johnson
CITY-ST-ZIP	IRVING TX	4.4 CITY-ST-ZIP	250 Carpenter Freeway
TITLE	VT	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HUGHES, J. F.	5.2 NAME	
STREET ADDRESS	250 CARPENTER FREEWAY	5.3 STREET ADDRESS	
CITY-ST-ZIP	IRVING TX	5.4 CITY-ST-ZIP	
TITLE	S	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HAYES, TIMOTHY	6.2 NAME	
STREET ADDRESS	250 CARPENTER FREEWAY	6.3 STREET ADDRESS	
CITY-ST-ZIP	IRVING TX	6.4 CITY-ST-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



Patrick J. Greene, Asst. VP & Asst. Secretary (4/20/97) (972) 652-4000

CR2E034 (9/96)