

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

FILED

Apr 10 1997 8:00am  
Secretary of State

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |  |                                                                                                                                                                                         |  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| PROFIT CORPORATION<br>ANNUAL REPORT<br>1997                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |  | <br>FLORIDA DEPARTMENT OF STATE<br>Sandra B. Mortham<br>Secretary of State<br>DIVISION OF CORPORATIONS |  |
| DOCUMENT # 855439 (6)<br>1. Corporation Name<br>CATERPILLAR FINANCIAL SERVICES CORPORATION                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |  |                                                                                                                                                                                         |  |
| Principal Place of Business<br>3322 WEST END AVENUE<br>NASHVILLE TN 37203<br>US                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |  | Mailing Address<br>3322 WEST END AVENUE<br>NASHVILLE TN 37203-1031<br>US                                                                                                                |  |
| 2. Principal Place of Business<br>21 Suite, Apt. #, etc.<br>22 City & State<br>23 Zip<br>24 Country                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |  | 2a. Mailing Address<br>26 Suite, Apt. #, etc.<br>27 City & State<br>28 Zip<br>29 Country                                                                                                |  |
| 3. Date Incorporated or Qualified<br>02/03/1983                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |  | 3a. Date of Last Report<br>05/01/1996                                                                                                                                                   |  |
| 4. FEI Number<br>37-1105865                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |  | Applied For<br>Not Applicable                                                                                                                                                           |  |
| 5. Certificate of Status Desired<br><input type="checkbox"/> \$8.75 Additional Fee Required                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |  | 6. Election Campaign Financing<br>Trust Fund Contribution<br><input type="checkbox"/> \$5.00 May Be Added to Fees                                                                       |  |
| 7. This corporation has liability for intangible tax under s. 199.032,<br>Florida Statutes<br><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |  |                                                                                                                                                                                         |  |
| 9. Name and Address of Current Registered Agent<br>CT CORPORATION SYSTEM<br>1200 S. PINE ISLAND ROAD<br>PLANTATION FL 33324                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |  | 10. Name and Address of New Registered Agent<br>81 Name<br>82 Street Address (P.O. Box Number is Not Acceptable)<br>83<br>84 City<br>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 _____ DATE _____<br>(NOTE: Registered Agent's signature required when reinstating)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |  |                                                                                                                                                                                         |  |
| 12. OFFICERS AND DIRECTORS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |  | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12                                                                                                                                   |  |
| 1.1 TITLE<br>NAME<br>STREET ADDRESS<br>CITY - ST - ZIP<br>EVP<br>MCPHEETERS, F. L.<br>3322 WEST END AVE<br>NASHVILLE TN<br><input checked="" type="checkbox"/> DELETE                                                                                                                                                                                                                                                                                                                                                                                                                                                               |  | 1.1 TITLE<br>1.2 NAME<br>1.3 STREET ADDRESS<br>1.4 CITY - ST - ZIP<br><input type="checkbox"/> Change <input type="checkbox"/> Addition<br>Please See Enclosed                          |  |
| 2.1 TITLE<br>NAME<br>STREET ADDRESS<br>CITY - ST - ZIP<br>VP<br>ENGLISH, JAMES R<br>322 WEST END AVENUE<br>NASHVILLE TN<br><input type="checkbox"/> DELETE                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |  | 2.1 TITLE<br>2.2 NAME<br>2.3 STREET ADDRESS<br>2.4 CITY - ST - ZIP<br><input type="checkbox"/> Change <input type="checkbox"/> Addition                                                 |  |
| 3.1 TITLE<br>NAME<br>STREET ADDRESS<br>CITY - ST - ZIP<br>PD<br>BEARD, J. S.<br>3322 WEST END AVE<br>NASHVILLE TN<br><input type="checkbox"/> DELETE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  | 3.1 TITLE<br>3.2 NAME<br>3.3 STREET ADDRESS<br>3.4 CITY - ST - ZIP<br><input type="checkbox"/> Change <input type="checkbox"/> Addition                                                 |  |
| 4.1 TITLE<br>NAME<br>STREET ADDRESS<br>CITY - ST - ZIP<br>C<br>SPRINGER, K C<br>3322 WEST END AVE<br>NASHVILLE TN<br><input type="checkbox"/> DELETE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  | 4.1 TITLE<br>4.2 NAME<br>4.3 STREET ADDRESS<br>4.4 CITY - ST - ZIP<br><input type="checkbox"/> Change <input type="checkbox"/> Addition                                                 |  |
| 5.1 TITLE<br>NAME<br>STREET ADDRESS<br>CITY - ST - ZIP<br>S<br>SNOWDEN, N L<br>3322 WEST END AVE<br>NASHVILLE TN<br><input checked="" type="checkbox"/> DELETE                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |  | 5.1 TITLE<br>5.2 NAME<br>5.3 STREET ADDRESS<br>5.4 CITY - ST - ZIP<br><input type="checkbox"/> Change <input type="checkbox"/> Addition                                                 |  |
| 6.1 TITLE<br>NAME<br>STREET ADDRESS<br>CITY - ST - ZIP<br>T<br>CARDER, F. C.<br>3322 WEST END AVE<br>NASHVILLE TN<br><input checked="" type="checkbox"/> DELETE                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |  | 6.1 TITLE<br>6.2 NAME<br>6.3 STREET ADDRESS<br>6.4 CITY - ST - ZIP<br><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 if changed, or on an attachment with an address. |  |                                                                                                                                                                                         |  |
| SIGNATURE: _____<br>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  |                                                                                                                                                                                         |  |



CR2E034 (9/96)

4/4/97

(415) 386-5880

0476894

**CATERPILLAR FINANCIAL SERVICES CORPORATION**  
**LIST OF OFFICERS AND DIRECTORS**  
**PERIOD ENDING 12/31/96**

| NAME                 | TITLE                    | ADDRESS                                           |
|----------------------|--------------------------|---------------------------------------------------|
| James S. Beard       | President                | 146 Prospect Hill<br>Nashville, TN 37205          |
| James R. English ✓   | Executive Vice President | 4 Warwick Lane<br>Nashville, TN 37205             |
| Ali M. Bahaj         | Vice President           | 522 Waxwood Drive<br>Brentwood TN 37027           |
| Jay P. Gillan        | Vice President           | 5 Warwick Lane<br>Nashville, TN 37205             |
| Edward J. Scott      | Treasurer                | 9310 Fall Court West<br>Brentwood, TN 37027       |
| Ken C. Springer ✓    | Controller               | 6532 Radcliff Drive<br>Nashville, TN 37221        |
| Paul J Gaeto         | Secretary                | 1663 Preston Place<br>Brentwood, TN 37027         |
| Robert R. Laser, Jr. | Assistant Secretary      | 1917 Evergreen Road<br>Thompson Station, TN 37179 |
| Laurie J Huxtable    | Assistant Secretary      | 1125 East Norwood<br>Peoria, IL 61603             |
| Robin Beran          | Assistant Treasurer      | 3250 West Westport<br>Peoria, IL 61616            |
| -----                |                          |                                                   |
| James S. Beard ✓     | Director                 | 146 Prospect Hill<br>Nashville, TN 37205          |
| James R English      | Director                 | 4 Warwick Lane<br>Nashville, TN 37205             |
| James W. Owens       | Director                 | 11709 North Stratmoore Court<br>Dunlap, IL 61525  |

Directors' terms expire 04/24/97  
Revised: 12/31/96