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Mar 10 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 # 858293 (4)
1. Corporation Name
AMERICAN EXPRESS FINANCIAL CORPORATION

Principal Place of Business IDS TOW 10. TAX DEPT. UNIT 1163 MINNEAPOLIS MN 55458-1128 US	Mailing Address IDS TOW 10. TAX DEPT. UNIT 1163 MINNEAPOLIS MN 55458-1128 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 11/01/1983	
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 13-3180631		Applied For Not Applicable	
22 City & State	27 City & State	5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23 Zip	28 Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24 Country	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	
		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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	P HUBERS, DAVID R. 72 EAST GOLDEN LAKE RD CIRCLE PINES MN <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V EID, G.L. 2900 IDS TOWER MINNEAPOLIS MN <input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	S MEEHAN, TIMOTHY S. IDS TOWER 10 MINNEAPOLIS MN <input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	T GOODWIN, JR., MORRIS 2021 EMERSON AVE. MORRIS MINNEAPOLIS MN <input checked="" type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	Treasurer Jeffrey S. Horton IDS Tower 10 Minneapolis, MN 55440 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D HUBERS, DAVID R. 72 EAST GOLDEN LAKE RD MINNEAPOLIS MN <input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V HOWE, K.P. 1763 LANSFORD LANE ST. PAUL MN <input checked="" type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	Vice President Ward D. Armstrong IDS Tower 10 Minneapolis, MN 55440 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition

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 or on an attachment with an address.

SIGNATURE: *Steven J. Ritter* Steven J. Ritter 2/3/98 (612) (671)-2461

CR2E034 (10/97)

AMERICAN EXPRESS FINANCIAL CORPORATION

1/98

Directors

Peter J. Anderson	Peter A. Lefferts
Karl Jan Breyer	Douglas A. Lennick
James E. Choat	Jonathon S. Linen
Gordon L. Eid	Barry J. Murphy
Harvey Golub	Erven A. Samsel
David R. Hubers	Norman Weaver Jr.
Marietta L. Johns	William N. Westhoff
Susan D. Kinder	Michael R. Woodward
Richard W. Kling	
Steven C. Kumagai	

Officers

Name	Title	Business Address
David R. Hubers	President and Chief Executive Officer	IDS Tower 10 Minneapolis, MN 55440
Brian Kleinberg	Executive Vice President - Financial Direct	IDS Tower 10 Minneapolis, MN 55440
Douglas A. Lennick	Executive Vice President-Private Client Group	IDS Tower 10 Minneapolis, MN 55440
James A. Mitchell	Executive Vice President-Marketing and Products	IDS Tower 10 Minneapolis, MN 55440
Peter J. Anderson	Senior Vice President - Investment Operations	IDS Tower 10 Minneapolis, MN 55440
Karl J. Breyer	Sr. Vice President-Corporate Affairs and General Counsel	IDS Tower 10 Minneapolis, MN 55440
Mark W. Carter	Sr. Vice President and Chief Marketing Officer	IDS Tower 10 Minneapolis, MN 55440
James E. Choat	Senior Vice President-Institutional Products Group	IDS Tower 10 Minneapolis, MN 55440
Gordon L. Eid	Sr. Vice President and Deputy General Counsel and Chief Compliance Officer	IDS Tower 10 Minneapolis, MN 55440
Mark A. Ernst	Sr. Vice President - Third Party Distribution	IDS Tower 10 Minneapolis, MN 55440
Marietta L. Johns	Sr. Vice President - Field Management	801 East Campbell Road Richardson, TX 75081
Susan D. Kinder	Senior Vice President - Distribution Services	IDS Tower 10 Minneapolis, MN 55440
Richard W. Kling	Senior Vice President-Products	IDS Tower 10 Minneapolis, MN 55440
Steven C. Kumagai	Sr. Vice President-Field Management and Business Systems	IDS Tower 10 Minneapolis, MN 55440
Peter A. Lefferts	Senior Vice President- Corporate Strategy and Development	IDS Tower 10 Minneapolis, MN 55440
Barry J. Murphy	Senior Vice President-Client Service	IDS Tower 10 Minneapolis, MN 55440
ReBecca K. Roloff	Sr. Vice President - Field Management and Financial Advisory Service	IDS Tower 10 Minneapolis, MN 55440
Stephen W. Roszell	Sr. Vice President - Institutional	IDS Tower 10 Minneapolis, MN 55440
Erven A. Samsel	Senior Vice President-Field Management	IDS Tower 10 Minneapolis, MN 55440
Norman Weaver Jr.	Senior Vice President-Field Management	18109 Bookhurst St. Fountain Valley, CA 92708
Michael R. Woodward	Senior Vice President-Field Management	32 Elliott St. Suite 100 Batavia, NY 14020
Ronald G. Abrahamson	Vice President-Service Quality & Reengineering	IDS Tower 10 Minneapolis, MN 55440
Douglas A. Alger	Vice President - Human Resources	IDS Tower 10 Minneapolis, MN 55440
Ward D. Armstrong	Vice President-American Express Institutional Services	IDS Tower 10 Minneapolis, MN 55440
John M. Baker	Vice President-Plan Sponsor	IDS Tower 10

Joseph M. Barsky III	Services	Minneapolis, MN 55440
Robert Basten	Vice President-	IDS Tower 10
Timothy V. Bechtold	Sr. Portfolio Manager	Minneapolis, MN 55440
Alan F. Bignall	Vice President-Tax and Business	IDS Tower 10
John C. Boeder	Services	Minneapolis, MN 55440
Douglas Brewers	Vice President-Risk Management	IDS Tower 10
Daniel J. Candura	Products	Minneapolis, MN 55440
Cynthia M. Carlson	Vice President -	IDS Tower 10
Kenneth J. Ciak	Technology & Development	Minneapolis, MN 55440
Colleen Curran	Vice President-Mature Market	IDS Tower 10
Regenia David	Group	Minneapolis, MN 55440
Luz Marie Davis	Vice President - Sales Support	IDS Tower 10
Robert M. Elconin	Vice President-Marketing	Minneapolis, MN 55440
Gordon M. Fines	Support	IDS Tower 10
Douglas L. Forsberg	Vice President-IDS Securities	Minneapolis, MN 55440
Jeffrey P. Fox	Services	IDS Tower 10
John J. Golden	VP and General Manager -	Minneapolis, MN 55440
David A. Hammer	IDS Property Casualty	IDS Tower 10
Lorraine R. Hart	Vice President & Assistant	Minneapolis, MN 55440
Scott A. Hawkinson	General Counsel	IDS Tower 10
Janis K. Heaney	Vice President-Systems	Minneapolis, MN 55440
James G. Hirsh	Services	IDS Tower 10
Darryl G. Horsman	Vice President-Communications	Minneapolis, MN 55440
Jeffrey S. Horton	Vice President-Government	IDS Tower 10
Marlin G. Hurwitz	Relations	Minneapolis, MN 55440
James M. Jensen	Vice President -	IDS Tower 10
James E. Kaarre	Mutual Fund Equity Investments	Minneapolis, MN 55440
Mathew N. Karstetter	Vice President- Institutional	IDS Tower 10
Linda B. Keene	Products Group	Minneapolis, MN 55440
Michael G. Kennedy	Vice President and Corporate	IDS Tower 10
Paul F. Kolkman	Controller	Minneapolis, MN 55440
Claire Kolmodin	Vice President -Human Resources	IDS Tower 10
Edward Lebenski Jr.	Planning and Field Support	Minneapolis, MN 55440
Kurt A. Larson	Vice President and	IDS Tower 10
Lori J. Larson	Marketing Controller	Minneapolis, MN 55440
Ryan R. Larson	Vice President -	IDS Tower 10
Daniel E. Laufenberg	Insurance Investments	Minneapolis, MN 55440
Richard J. Lazarchic	Vice President-Assured Assets	IDS Tower 10
Mary J. Malevich	Product Development & Management	Minneapolis, MN 55440
	Vice President-Incentive	IDS Tower 10
	Compensation	Minneapolis, MN 55440
	Vice President & Assistant	IDS Tower 10
	General Counsel	Minneapolis, MN 55440
	V.P.-Product Devel.& Tech., IDS	IDS Tower 10
	Institutional Retirement Svcs.	Minneapolis, MN 55440
	Vice President and	IDS Tower 10
	Treasurer	Minneapolis, MN 55440
	Vice President - Senior	IDS Tower 10
	Portfolio Manager	Minneapolis, MN 55440
	Vice President - Insurance Product	IDS Tower 10
	Development and Management	Minneapolis, MN 55440
	Vice President-	IDS Tower 10
	Marketing Promotions	Minneapolis, MN 55440
	Vice President-Investment	IDS Tower 10
	Accounting	Minneapolis, MN 55440
	Vice President-Market	IDS Tower 10
	Development	Minneapolis, MN 55440
	Vice President-Investment Services	IDS Tower 10
	and Investment Research	Minneapolis, MN 55440
	Vice President -	IDS Tower 10
	Actuarial Finance	Minneapolis, MN 55440
	Vice President -	IDS Tower 10
	Service Quality	Minneapolis, MN 55440
	Vice President -	IDS Tower 10
	Senior Portfolio Manager	Minneapolis, MN 55440
	Vice President - Senior	IDS Tower 10
	Portfolio Manager	Minneapolis, MN 55440
	Vice President-Variable Assets	IDS Tower 10
	Product Development	Minneapolis, MN 55440
	Vice President-IPG Product	IDS Tower 10
	Development	Minneapolis, MN 55440
	Vice President-	IDS Tower 10
	Chief U.S. Economist	Minneapolis, MN 55440
	Vice President-Senior	IDS Tower 10
	Portfolio Manager	Minneapolis, MN 55440
	Vice President -	IDS Tower 10

Fred A. Mandell	Senior Portfolio Manager	Minneapolis, MN 55440
Thomas W. Medcalf	Vice President-Field Marketing Readiness	IDS Tower 10
William C. Melton	Vice President	Minneapolis, MN 55440
William Miller	Senior Portfolio Manager	IDS Tower 10
Pamela J. Moret	Vice President-Internl. Reser. & Chief Internl. Economist	Minneapolis, MN 55440
Mary Owens Neal	Vice President and Senior Portfolio Manager	IDS Tower 10
Robert J. Neis	Vice President-Variable Assets	Minneapolis, MN 55440
James R. Palmer	Vice President-Mature Market	IDS Tower 10
Carla P. Pavone	Vice President - Technology Services	Minneapolis, MN 55440
Susan B. Plimpton	Vice President - Taxes	IDS Tower 10
Ronald W. Powell	Vice President - Compensation and Field Administration	Minneapolis, MN 55440
James M. Punch	Vice President - Marketing Services	IDS Tower 10
Frederick C. Quirsfeld	Vice President and Assistant General Counsel	Minneapolis, MN 55440
Debra J. Rabe	Vice President - Special Projects	IDS Tower 10
John P. Ryan	Vice President - Taxable Mutual Fund Investments	Minneapolis, MN 55440
Stuart A. Sedlacek	Vice President- Financial Planning	IDS Tower 10
Donald K. Shanks	Vice President and General Auditor	Minneapolis, MN 55440
Francis Dale Simmons	Vice President-Assured Assets	IDS Tower 10
Judy P. Skoglund	Vice President-Property Casualty	Minneapolis, MN 55440
Ben C. Smith	V.P.-Sr.Portfolio Mgr Insurance Investments	IDS Tower 10
William A. Smith	V.P.-Human Resources & Organization Development	Minneapolis, MN 55440
Bridget Sperl	Vice President-Workplace Marketing	IDS Tower 10
William A. Stoltzmann	Vice President and Controller-Private Client Group	Minneapolis, MN 55440
James J. Strauss	Vice President - Geographic Service Teams	IDS Tower 10
Jeffrey J. Stremcha	Vice President and Assistant General Counsel	Minneapolis, MN 55440
Barbara Stroup Stewart	Vice President - Corporate Planning and Analysis	IDS Tower 10
Wesley W. Wadman	Vice President-Information Resource Management/ISD	Minneapolis, MN 55440
Michael L. Weiner	Vice President-Corporate Reengineering	IDS Tower 10
Lawrence J. Welle	Vice President - Senior Portfolio Manager	Minneapolis, MN 55440
Jeffrey F. Welter	Vice President- Tax Research and Audit	IDS Tower 10
Edwin M. Wistrand	Vice President-Investment Administration	Minneapolis, MN 55440
Michael D. Wolf	Vice President-Equity & Fixed Income Trading	IDS Tower 10
Timothy S. Meehan	Vice President & Asst. General Counsel	Minneapolis, MN 55440
Nancy R. Hughes	Vice President - Senior Portfolio Manager	IDS Tower 10
Catherine G. Madden	Secretary	Minneapolis, MN 55440
Eileen J. Newhouse	Assistant Vice President	IDS Tower 10
Teresa J. Rasmussen	Assistant Vice President	Minneapolis, MN 55440
Millie Acamovic	Assistant Vice President	IDS Tower 10
Bonnie Anderson	Assistant Secretary	Minneapolis, MN 55440
	Assistant Secretary	IDS Tower 10

Doris A. Anfinson	Assistant Secretary	Minneapolis, MN 55440 IDS Tower 10
Susan L. Bauer-Dominik	Assistant Secretary	Minneapolis, MN 55440 IDS Tower 10
Gary L. Bergeson	Assistant Secretary	Minneapolis, MN 55440 IDS Tower 10
Karen J. Brajdich	Assistant Secretary	Minneapolis, MN 55440 IDS Tower 10
Thomas J. Colling	Assistant Secretary	Minneapolis, MN 55440 IDS Tower 10
Kathleen A. Connoy	Assistant Secretary	Minneapolis, MN 55440 IDS Tower 10
Margaret A. Coyle	Assistant Secretary	Minneapolis, MN 55440 IDS Tower 10
Mary M. Davy	Assistant Secretary	Minneapolis, MN 55440 IDS Tower 10
Marlene M. Dehart	Assistant Secretary	Minneapolis, MN 55440 IDS Tower 10
Dawn E. Doboszenski	Assistant Secretary	Minneapolis, MN 55440 IDS Tower 10
Shelly A. Egelkraut	Assistant Secretary	Minneapolis, MN 55440 IDS Tower 10
Rodney W. England	Assistant Secretary	Minneapolis, MN 55440 IDS Tower 10
Janet M. Foster	Assistant Secretary	Minneapolis, MN 55440 IDS Tower 10
Beverly A. Heger	Assistant Secretary	Minneapolis, MN 55440 IDS Tower 10
Danielle M. Kassmir	Assistant Secretary	Minneapolis, MN 55440 IDS Tower 10
Thomas F. Kelly	Assistant Secretary	Minneapolis, MN 55440 IDS Tower 10
Steven L. Johnson	Assistant Secretary	Minneapolis, MN 55440 IDS Tower 10
Kimberly A. LaPlante	Assistant Secretary	Minneapolis, MN 55440 IDS Tower 10
Shirley J. Lueck	Assistant Secretary	Minneapolis, MN 55440 IDS Tower 10
Debra K. McKinnon	Assistant Secretary	Minneapolis, MN 55440 IDS Tower 10
Mary Jo Olson	Assistant Secretary	Minneapolis, MN 55440 IDS Tower 10
Thomas E. Pavey	Assistant Secretary	Minneapolis, MN 55440 IDS Tower 10
Michael J. Perkins	Assistant Secretary	Minneapolis, MN 55440 IDS Tower 10
Karma C. Ryals	Assistant Secretary	Minneapolis, MN 55440 IDS Tower 10
Christy L. Sargent	Assistant Secretary	Minneapolis, MN 55440 IDS Tower 10
Joanne Schendel	Assistant Secretary	Minneapolis, MN 55440 IDS Tower 10
Betty J. Selffert	Assistant Secretary	Minneapolis, MN 55440 IDS Tower 10
Joyce M. Snyder	Assistant Secretary	Minneapolis, MN 55440 IDS Tower 10
Amanda Soular-Evans	Assistant Secretary	Minneapolis, MN 55440 IDS Tower 10
Darlene A. Vicum	Assistant Secretary	Minneapolis, MN 55440 IDS Tower 10
Margaret D. Walter	Assistant Secretary	Minneapolis, MN 55440 IDS Tower 10
Lori J. Anshus	Assistant Treasurer	Minneapolis, MN 55440 IDS Tower 10
Robert Erdman	Assistant Treasurer	Minneapolis, MN 55440 IDS Tower 10
Peter A. Gallus	Assistant Treasurer	Minneapolis, MN 55440 IDS Tower 10
Margaret M. McGrath	Assistant Treasurer	Minneapolis, MN 55440 IDS Tower 10
Mary A. McKeen	Assistant Treasurer	Minneapolis, MN 55440 IDS Tower 10
Barbara M. Ostlund	Assistant Treasurer	Minneapolis, MN 55440 IDS Tower 10
Steven J. Ritter	Assistant Treasurer	Minneapolis, MN 55440 IDS Tower 10
Richard L. Solseth	Assistant Treasurer	Minneapolis, MN 55440 IDS Tower 10

Gregg A. Syverson

Assistant Treasurer

Leslie R. Tvedt

Assistant Treasurer

Gary C. Ziemer

Assistant Treasurer

Minneapolis, MN 55440
IDS Tower 10
Minneapolis, MN 55440
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Minneapolis, MN 55440
IDS Tower 10
Minneapolis, MN 55440

Members of the Executive Committee

Harvey Golub

David R. Hubers

Members of the Dividend Committee

David R. Hubers