

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

FILED
Apr 02 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 # F94000000088 (4)
 1. Corporation Name
FRANKLIN ACCEPTANCE CORPORATION



Principal Place of Business INTERNATIONAL PLAZA 3RD FLOOR PHILADELPHIA PA 19113 US	Mailing Address 700 EAST GATE DRIVE SUITE 400 MT. LAUREL NJ 08054 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 ONE INTERNATIONAL PLAZA Suite, Apt. #, etc. 22 3RD FLOOR City & State 23 PHILADELPHIA PA Zip 24 19113	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country 30 USA
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3. Date Incorporated or Qualified 01/06/1994	4. FEI Number 22-2977197	Applied For <input type="checkbox"/> 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	7. 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
THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS ST.
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	85 Zip Code
			FL	

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	P <input checked="" type="checkbox"/> DELETE
NAME	BROWNE, JAMES M
STREET ADDRESS	6401 GOLDEN TRIANGLE DRIVE
CITY-ST-ZIP	GREENBELT MD
TITLE	S <input type="checkbox"/> DELETE
NAME	LEMPERT, SPENCER
STREET ADDRESS	700 EAST GATE DRIVE
CITY-ST-ZIP	MT. LAUREL NJ
TITLE	T <input type="checkbox"/> DELETE
NAME	RITTER, MICHAEL C.
STREET ADDRESS	700 EAST GATE DRIVE
CITY-ST-ZIP	MT. LAUREL NJ
TITLE	D <input type="checkbox"/> DELETE
NAME	BERG, IAN J
STREET ADDRESS	700 EAST GATE DRIVE
CITY-ST-ZIP	MT. LAUREL NJ
TITLE	D <input type="checkbox"/> DELETE
NAME	SEKI, TADAYUKI
STREET ADDRESS	335 MADISON AVE.
CITY-ST-ZIP	NEW YORK NY
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	PRESIDENT / DIRECTOR <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	MICHAEL C. RITTER
1.3 STREET ADDRESS	ONE INTERNATIONAL PLAZA 3RD FLOOR
1.4 CITY-ST-ZIP	PHILADELPHIA PA 19113
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	ONE INTERNATIONAL PLAZA, 3RD FLOOR
3.4 CITY-ST-ZIP	PHILADELPHIA PA 19113
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	JOHN HAKEMIAN
6.3 STREET ADDRESS	335 MADISON AVE
6.4 CITY-ST-ZIP	NEW YORK, NY 10017

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: *[Signature]* **SPENCER LEMPERT, SECY. 3/18/98 609-231-9600**

CR2E034 (10/97)