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**May 02 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 # F94000003044 (4)
 1. Corporation Name
AMERICAN GENERAL FINANCE OF DELAWARE, INC.



Principal Place of Business 601 N.W. SECOND ST. EVANSVILLE IN 47708	Mailing Address 601 N.W. SECOND ST. EVANSVILLE IN 47708-1013
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3. Date Incorporated or Qualified 08/10/1994	3a. Date of Last Report 02/27/1996
4. FEI Number 23-2425397	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
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21	2a. Mailing Address 26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip 24	Country 25
Zip 29	Country 30

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 S. PINE ISLAND RD. PLANTATION FL 33324		81 Name
		82 Street Address (P.O. Box Number is Not Acceptable)
		83
		84 City
		FL 85 Zip Code

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 reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CEOP <input type="checkbox"/> DELETE	1.1 TITLE	D CEO P <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GEISSNER, FREDERICK W	1.2 NAME	
STREET ADDRESS	601 N.W. 2ND ST.	1.3 STREET ADDRESS	
CITY - ST - ZIP	EVANSVILLE IN	1.4 CITY - ST - ZIP	
TITLE	VD <input checked="" type="checkbox"/> DELETE	2.1 TITLE	VP <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	HANLEY, PHILLIP M	2.2 NAME	POELKER, JOHN S.
STREET ADDRESS	601 N.W. 2ND ST.	2.3 STREET ADDRESS	601 NW SECOND ST.
CITY - ST - ZIP	EVANSVILLE IN 47708	2.4 CITY - ST - ZIP	EVANSVILLE, IN 47708
TITLE	VSD <input type="checkbox"/> DELETE	3.1 TITLE	
NAME	SMITH, GARY M	3.2 NAME	
STREET ADDRESS	601 N.W. 2ND ST.	3.3 STREET ADDRESS	
CITY - ST - ZIP	EVANSVILLE IN 47708	3.4 CITY - ST - ZIP	
TITLE	V <input type="checkbox"/> DELETE	4.1 TITLE	
NAME	HENDRIX, BENNIE D	4.2 NAME	
STREET ADDRESS	601 N.W. 2ND ST.	4.3 STREET ADDRESS	
CITY - ST - ZIP	EVANSVILLE IN 47708	4.4 CITY - ST - ZIP	
TITLE	T <input type="checkbox"/> DELETE	5.1 TITLE	
NAME	BINYON, BRYAN A	5.2 NAME	
STREET ADDRESS	601 N.W. 2ND ST.	5.3 STREET ADDRESS	
CITY - ST - ZIP	EVANSVILLE IN 47708	5.4 CITY - ST - ZIP	
TITLE	VAS <input type="checkbox"/> DELETE	6.1 TITLE	
NAME	BOGIE, LARRY A	6.2 NAME	
STREET ADDRESS	2502 N. ROCKY POINT DR.	6.3 STREET ADDRESS	
CITY - ST - ZIP	TAMPA FL 33607	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: [Signature] SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR: GARY M. SMITH DATE: 4/23/97 TELEPHONE: (812) 468-5661

CR2E034 (9/96)