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FILED
Jan 22 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 # F94000006120 (9)
 1. Corporation Name
M&T MORTGAGE CORPORATION



DO NOT WRITE IN THIS SPACE

Principal Place of Business ONE M&T PLAZA % COUNSEL'S OFFICE BUFFALO NY 14240	Mailing Address ONE M & T PLAZA COUNSEL'S OFFICE 12TH FLOOR BUFFALO NY 14240 US
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3. Date Incorporated or Qualified 11/30/1994	
4. FEI Number 16-141171	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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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

9. Name and Address of Current Registered Agent
**CT CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 PLANTATION FL 33324**

10. Name and Address of New Registered Agent

B1. Name	
B2. Street Address (P.O. Box Number is Not Acceptable)	
B3. City	
B4. City	B5. 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	CD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	SADLER, ROBERT E JR.	1.2 NAME	
STREET ADDRESS	ONE M&T PLAZA	1.3 STREET ADDRESS	
CITY-ST-ZIP	BUFFALO NY	1.4 CITY-ST-ZIP	14240
TITLE	DP <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BEARDI, JAMES J	2.2 NAME	
STREET ADDRESS	ONE FOUNTAIN PLAZA	2.3 STREET ADDRESS	
CITY-ST-ZIP	BUFFALO NY 14203	2.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	HUTCHINGS, GARY S	3.2 NAME	
STREET ADDRESS	ONE FOUNTAIN PLAZA	3.3 STREET ADDRESS	
CITY-ST-ZIP	BUFFALO NY	3.4 CITY-ST-ZIP	14203
TITLE	SV <input type="checkbox"/> DELETE	4.1 TITLE	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	LAMMERT, RICHARD A	4.2 NAME	V
STREET ADDRESS	ONE M&T PLAZA	4.3 STREET ADDRESS	
CITY-ST-ZIP	BUFFALO NY	4.4 CITY-ST-ZIP	14240
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	PINTO, MICHAEL P	5.2 NAME	
STREET ADDRESS	ONE M&T PLAZA	5.3 STREET ADDRESS	
CITY-ST-ZIP	BUFFALO NY	5.4 CITY-ST-ZIP	14240
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

Please see Attachment 1 for complete list of directors and principal officers.

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.

CR2E034 (10/97)

M&T MORTGAGE CORPORATION**Directors**

Name	Title	Business Address
Beardi, James J.	Director	One Fountain Plaza Buffalo, NY 14203
Brumback, Emerson L.	Director	One M&T Plaza Buffalo, NY 14240
Pinto, Michael P.	Director	One M&T Plaza Buffalo, NY 14240
Sadler, Robert E., Jr.	Director (Chairman of the Board)	One M&T Plaza Buffalo, NY 14240

Principal Officers

Name	Title	Business Address
Beardi, James J.	President	One Fountain Plaza Buffalo, NY 14203
Burns, Maureen E.	Administrative Vice President	100 E. Campus View Boulevard Suite 175 Columbus, OH 43235
Buscaglia, Nicholas L.	Administrative Vice President	One Fountain Plaza Buffalo, NY 14203
Evershed, Jeffrey A.	President of the West Division	5285 S.W. Meadows Road Suite 290 Lake Oswego, OR 97035
Hutchings, Gary S.	Administrative Vice President	One Fountain Plaza Buffalo, NY 14203
King, Marie	Corporate Secretary	One M&T Plaza Buffalo, NY 14240
Kowick, Thomas P.	Administrative Vice President	One Fountain Plaza Buffalo, NY 14203
Lammert, Richard A.	Senior Vice President and General Counsel	One M&T Plaza Buffalo, NY 14240
Sadler, Robert E., Jr.	Chairman of the Board	One M&T Plaza Buffalo, NY 14240
Sciandra, Peter J.	Administrative Vice President	One Fountain Plaza Buffalo, NY 14203
Spychala, Michael R.	Administrative Vice President and Treasurer	One M&T Plaza Buffalo, NY 14240
Todaro, Michael J.	Administrative Vice President	One Fountain Plaza Buffalo, NY 14203
Westby, Paul M.	Executive Vice President of the West Division	5285 S.W. Meadows Road Suite 290 Lake Oswego, OR 97035

Dated: 12/17/97