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Feb 12 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT **1997**

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F95000001745 (7)

1. Corporation Name
NEWCOURT FINANCIAL USA INC

Principal Place of Business	Mailing Address
TEN ALMADEN BLVD STE 500 SAN JOSE CA 95113-2237 US	TEN ALMADEN BLVD STE 500 SAN JOSE CA 95113-2237 US

3. Date Incorporated or Qualified: 04/11/1995
3a. Date of Last Report: 02/21/1996

2. Principal Place of Business	2a. Mailing Address
21 111 Monument Circle, #300	26 111 Monument Circle, #300
Suite, Apt. #, etc. 22 Suite 300	Suite, Apt. #, etc. 27 Suite 300
City & State 23 Indianapolis, Indiana	City & State 28 Indianapolis, Indiana
Zip 24 46204-5187 Country 25 USA	Zip 29 46204-5187 Country 30 USA

4. FEI Number: 77-0298311 ☐ Applied For ☐ Not Applicable

5. Certificate of Status Desired ☐ **$8.75** Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution ☐ **$5.00** May Be Added to Fees

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes ☐ Yes ☐ No

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

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 ________________ DATE
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12.	OFFICERS AND DIRECTORS		13.	ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
TITLE	PD	☐ DELETE	1.1 TITLE	☐ Change ☐ Addition
NAME	HUDSON, STEVEN K		1.2 NAME	
STREET ADDRESS	181 BAY ST., STE. 3500, TORONTO, ONTARIO		1.3 STREET ADDRESS	
CITY-ST-ZIP	CANADA M5J 2T3		1.4 CITY-ST-ZIP	
TITLE	V	☐ DELETE	2.1 TITLE	☐ Change ☐ Addition
NAME	IMRIE, WILLIAM M		2.2 NAME	
STREET ADDRESS	181 BAY ST., STE. 3500, TORONTO, ONTARIO		2.3 STREET ADDRESS	
CITY-ST-ZIP	CANADA M5J 2T3		2.4 CITY-ST-ZIP	
TITLE	T	☐ DELETE	3.1 TITLE	☐ Change ☐ Addition
NAME	JAUERNIG, DANIEL A		3.2 NAME	
STREET ADDRESS	181 BAY ST., STE. 3500, TORONTO, ONTARIO		3.3 STREET ADDRESS	
CITY-ST-ZIP	CANADA M5J 2T3		3.4 CITY-ST-ZIP	
TITLE	S	☒ DELETE	4.1 TITLE	☐ Change ☐ Addition
NAME	JOHNSON, JAMES C		4.2 NAME	
STREET ADDRESS	181 BAY ST., STE. 3500, TORONTO, ONTARIO		4.3 STREET ADDRESS	
CITY-ST-ZIP	CANADA M5J 2T3		4.4 CITY-ST-ZIP	
TITLE	AS	☐ DELETE	5.1 TITLE	☐ Change ☐ Addition
NAME	MARTITSCH, KARL N		5.2 NAME	
STREET ADDRESS	3945 FREEDOM CIRCLE, SUITE 1050		5.3 STREET ADDRESS	
CITY-ST-ZIP	SANTA CLARA CA 95054-1226		5.4 CITY-ST-ZIP	
TITLE	D	☐ DELETE	6.1 TITLE	☐ Change ☐ Addition
NAME	NULLMEYER, BRADLEY D		6.2 NAME	
STREET ADDRESS	181 BAY ST., STE. 3500, TORONTO, ONTARIO		6.3 STREET ADDRESS	
CITY-ST-ZIP	CANADA M5J 2T3		6.4 CITY-ST-ZIP	

CR2E034 (9/96)

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: K. Nicholas Martitsch, Assistant Secretary — 01/21/97 — (415) 342-5355
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #

NEWCOURT FINANCIAL USA INC.
Bank One Tower, 111 Monument Circle, Suite 300
Indianapolis, IN 46204-5187
TIN 77-0298311

Owned 100% by
NEWCOURT CREDIT GROUP USA INC.
Bank One Tower, 111 Monument Circle, Suite 300
Indianapolis, IN 46204-5187
TIN 36-3873821

Owned 100% by
NEWCOURT CREDIT GROUP INC.
181 Bay Street, Suite 3500
Toronto, Ontario Canada M5J 2T3
Listed on the Toronto Stock Exchange

OFFICERS AND DIRECTORS OF NEWCOURT FINANCIAL USA INC.

Directors are elected at the annual meeting of stockholders and each director shall serve until such person's successor is elected and qualified or until such person's death, retirement, resignation or removal.

Name	Title(s)	SSN	Home Address	Business Address
Paul Cortellini DOB:	Vice President			70 West Madison Street Suite 5360 Chicago, IL 60602
Gary Joos DOB:	Vice President & Gen. Manager, Comm Tech Europe			One Minster Court, 2nd Floor Mincing Lane London, England EC3R 7AA
Scott Herbst DOB:	Assistant Vice President & Asst. Secretary		10976 East Mallard Way Indianapolis, IN 46278	111 Monument Circle Suite 300 Indianapolis, IN 46204-5187
Robert J. Hicks DOB: January 22, 1961	Vice President and Secretary	187-38-7963	10677 Crown Court Carmel, IN 46032	111 Monument Circle Suite 300 Indianapolis, IN 46204-5187
Steven Kenneth Hudson DOB: July 9, 1958	President and Director	Canadian National SIN#: 456-132-456	10 Highland Avenue Toronto, Ontario Canada M4W 2A3	181 Bay Street, Suite 3500 Toronto, Ontario, Canada M5J 2T3
William Michael Imrie DOB: November 11, 1954	Vice President	Canadian National SIN#: 450-143-672	20 Foxmeadow Road Etobicoke, Ontario Canada N0B 2K0	181 Bay Street, Suite 3500 Toronto, Ontario, Canada M5J 2T3
Daniel Albert Jauernig DOB: August 31, 1965	Treasurer	Canadian National SIN#: 472-938-562	48 Lawrence Crescent Toronto, Ontario Canada M4N 1N2	181 Bay Street, Suite 3500 Toronto, Ontario, Canada M5J 2T3
Karl Nicholas Martitsch DOB: April 13, 1959	Assistant Secretary	071-66-4604	1391 Holt Avenue Los Altos, CA 94024	Ten Almaden Boulevard Suite 500 San Jose, CA 95113-2237