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

PROFIT CORPORATION ANNUAL REPORT

1997

SIGNATURE:



FLORIDA DEPARTMENT OF STATE

**FILED** 

Feb 12 1997 8:00am

Secretary of State

#### Sandra B. Mortham

Secretary of State
DIVISION OF CORPORATIONS

# DOCUMENT # F9500001745 (7)

**NEWCOURT FINANCIAL USA INC** 

MAME	Principal Place	of Business	Mailing Address							
SM JOSE CA 8911-2237  SMA JOSE CA 8911-2237  JOSE CANADA MSJ 273  JOSE CANAD		BLVD					1			
US  2. Principal Place of Susiness 7   11.1 Monument Circle, #300   20   11.0 Monument Circle, #300   20   20   20   20   20   20   20		05449 9997	•							
Principal Place of Business   21   11   Monument Circle, #300   28   Monling Addiess   11   Monument Circle, #300   28   11   Monument Circle, #300   28   11   Monument Circle, #300   27   South April #, etc.   25   South April #, etc.		80113-2237					3 Date Incorporated of Qualified	2a Dat	o of L not	Poport
2. Principal Fluors of Business   111 Monument Circle, #300   26. Malling Address   111 Monument Circle, #300   27. Malling Address   111 Monument Circle, #300   28. Malling Address   111 Monument Circle, #300   5. Certificate of Satus Desired   58.75 Additional Fice Required City & State   27. State   300   27. State   300   27. State   300   27. State   300   28. Indiana   29. Country   24. 46204-5187   29. USA   29. 46204-5187   20. USA   29. 46204-5187   20. USA   29. 46204-5187   20. USA   29. 46204-5187   20. USA   29. 46204-5187   29. Malling Address of Current Registered Agent   10. Name and Address of New Registered Agent   120. SOUTH PINE ISLAND ROAD PLANTATION FL 33324   87. State   10. Name and Address of New Registered Agent   120. SOUTH PINE ISLAND ROAD PLANTATION FL 33324   87. State   10. Name and Address of New Registered Agent   120. South in this State of Florida, Such change was authorized by the corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in this State of Florida, Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered Science of Science for Scie	uo uo						1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 -			neport
21   11   Monument   Circle, #300   28   111   Monument   Circle, #300   77-0298311     Not Application   22   Suite   300   27   Suite   300	2 Principal Pla	ace of Business	2a Mailing Address			····	1	1 06/6		noting For
Suite Apt #, etc. 22 Sutte 300 27 Sutte 300 28 Indianapolis		nument Circle. #300	111 Manumont	Circ	:1e	#300	<b>!</b>			7.1
22  Sulte 300   27  Sulte 300   27  Sulte 300   5. Certificate of Status Desired   Fee Required   Fee Required   City & State   28  Indianapolis, Indiana   28  Indianapolis, Indiana   29  Indianapolis, Indiana   29  Indianapolis, Indiana   20  Country   29  46204–5187   29  4	· r						17-0286311			
City & State							5. Certificate of Status Desired			
Indianapolis   Indiana   28		The state of the s					6 Floating Company Florening	<del></del>		
Add	_			Υ λ	1.			$\Box$		•
10   Name and Address of Current Registered Agent							···············			
9. Name and Address of Current Registered Agent  CT CORPORATION SYSTEM 1200 SOUTH PINE ISAND ROAD PLANTATION FL 33324  10. Name and Address of New Registered Agent  11. Pursuant to the provisions of Sections 607 DSD2 and 607 1508, Florida Statules, the above-named corporation submits this statement for the purpose of changing its registere office or registered agent, or both, in the State of Florida Submits, and accept the chigathors of Section 607 0502, Florida Statules.  11. Pursuant to the provisions of Sections 607 DSD2 and 607 1508, Florida Statules, the above-named corporation submits this statement for the purpose of changing its registere office or registered agent, or both, in the State of Florida Submits this capture of the department of the purpose of changing its registere office or registered agent, or both, in the State of Florida Submits this capture of the department of the purpose of changing its registere office or registered agent, or both, in the State of Florida Submits this capture of the department of the purpose of changing its registere office or registered agent, or both, in the State of Florida Submits this statement for the purpose of changing its registere office or registered agent, or both, in the State of Florida Submits this statement for the purpose of changing its registere office or registered agent, or both, in the State of Florida Submits this statement for the purpose of changing its registere office or registered agent, or both, in the State of Florida Submits this statement for the purpose of changing its registered agent, or both, in the State of Florida Submits this estentered to the provisions of Scate of Change its registered agent, or both, in the State of Change its registered agent, or both, in the State of Change its registered agent, or both, in the State of Change its registered agent, or both, in the State of Change its registered agent, or both, in the State of Change its registered agent, or both, in the State of Change its registered agent or both, in the S										
CT CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324  120 SOUTH PINE ISLAND ROAD PLANTATION FL 33324  120 STREET ADDRESS  SIGNATURE  PD  HUDSON, STEVEN K 181 BAY ST., STE. 3500, TORONTO, ONTARIO CITY-SI-2P  HIRE  V  HURE, WILLIAM M SIRRET ADDRESS  GITY-SI-2P  LINE  CANADA M5J 2T3  LINE  JUERNIG, DANIEL A SIRRET ADDRESS  SIRRET ADDR	1201 1201				Florida Statutes					
1200 SOUTH PINE ISLAND ROAD   PLANTATION FL 33324   83     84   City   FL   85   Zip Code	OT O	······································		6	31	Name				
PLANTATION FL 33324    Bd										
B3				8	2 Street Address (P.O. Box Number is Not Acceptable)					
TILE NAME STRET ADDRESS CHY-SI-ZIP CANADA MSJ 2T3 URLE NAME STRET ADDRESS CHY-SI-ZIP URLE S CHY-SI-ZIP ADDRESS CHY-SI-ZIP CANADA MSJ 2T3 URLE S CHY-SI-ZIP ADDRESS CHY-SI-ZIP ADDRESS CHY-SI-ZIP CANADA MSJ 2T3 URLE S CHY-SI-ZIP ADDRESS CHY-SI-ZIP AD	PLAN	NIATION FL 33324			12					
T. Purcuant to the provisions of Sections 607 0502 and 607 1508, Rorida Statutes, the above-named corporation submits this statement for the purpose of Changing its registeric office or registericed 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 registeric agent. I am familiar with, and accept the obligations of, Section 607 0506, Florida Statutes.  SIGNATURE  SIGNATURE  12. OF ICERS AND DIRECTORS  13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS  14. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12.  12. OFFICERS AND DIRECTORS  13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12.  12. OFFICERS AND DIRECTORS  13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12.  14. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12.  15. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12.  16. HUDSON, STEVEN K  18. BAY ST., STE. 3500, TORONTO, ONTARIO  12. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12.  18. BAY ST., STE. 3500, TORONTO, ONTARIO  12. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12.  18. BAY ST., STE. 3500, TORONTO, ONTARIO  22. MAME  18. BAY ST., STE. 3500, TORONTO, ONTARIO  23. SIREET ADDRESS  CITY-ST-ZIP  10. DELETE  31. THE  CANADA M5J 2T3  32. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12.  12. CHANGES TO OFFICERS AND DIRECTORS IN 12.  13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12.  14. CITY-ST-ZIP  15. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12.  16. Change Addit Additional Addi				6	,3					
T1. 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 organic and many and accept the obligations of Section 607 0506, Florida Statutes.  SIGNATURE  Si				6	34	City			<b>85</b> Zig	Code
office or registered agent, or both, in the State of Florida. Such change was suthorized by the corporation's board of directors. I hereby accept the appointment as registered agent agent arm familiar with, and accept the obligations of. Section 607.0505, Florida Statutes.  SIGNATURE    Signature, hypother previse cannot of registered agent and late it applicable   (NOTE Registered Agent signature required when remaining)   DATE					ᆚ				<u> </u>	
Street Address   181 BAY ST., STE. 3500, TORONTO, ONTARIO   23 STREET ADDRESS   181 BAY ST., STE. 3500, TORONTO, ONTARIO   23 STREET ADDRESS   181 BAY ST., STE. 3500, TORONTO, ONTARIO   23 STREET ADDRESS   181 BAY ST., STE. 3500, TORONTO, ONTARIO   23 STREET ADDRESS   181 BAY ST., STE. 3500, TORONTO, ONTARIO   23 STREET ADDRESS   181 BAY ST., STE. 3500, TORONTO, ONTARIO   23 STREET ADDRESS   181 BAY ST., STE. 3500, TORONTO, ONTARIO   23 STREET ADDRESS   181 BAY ST., STE. 3500, TORONTO, ONTARIO   23 STREET ADDRESS   181 BAY ST., STE. 3500, TORONTO, ONTARIO   23 STREET ADDRESS   181 BAY ST., STE. 3500, TORONTO, ONTARIO   32 MME   32 MME   32 MME   32 MME   32 MME   34 AUTY-ST-ZIP   34 AUTY-ST-ZIP   34 AUTY-ST-ZIP   34 AUTY-ST-ZIP   34 AUTY-ST-ZIP   35 AUTY-ST-Z	agent. I an	egistered agent, or both, in the State in familiar with, and accept the obliga	of Florida. Such change was au itions of, Section 607.0505, Flori	ida Statu	tes.	ine corporatio	on's poard or directors. I hereby accep	n the appo	intment a	s registered
Title	SIGNATURE	Stonature, Typod or profiled name of registered ager	nt and title if applicable (NOTE:	Registered A	Apeni	l signature require	d when reinstating)	DATE		
NAME   HUDSON, STEVEN K   12 NAME   STREET ADDRESS   181 BAY ST., STE. 3500, TORONTO, ONTARIO   1.3 STREET ADDRESS   CANADA M5J 2T3   1.4 CITY-ST-ZIP	12.	OFFICERS AND	DIRECTORS	13.			ADDITIONS/CHANGES TO OFFIC	ERS AND	DIRECTO	RS IN 12
STREET ADDRESS   181 BAY ST., STE. 3500, TORONTO, ONTARIO   1.3 STREET ADDRESS   1.4 CITY-ST-ZIP	TITLE	PD	DELETE	11 TITL	E				Change	Addition
CANADA M5J 2T3	NAME	Hudson, Steven K		1.2 NAM	4E					
TITLE	STREET ADDRESS	181 BAY ST., STE. 3500, TORG	ONTO, ONTARIO	1.3 STR	EET A	DORESS				
TITLE	CITY-ST-ZIP	CANADA M5J 2T3		1.4 CITY	-ST-	- ZIP				
STREET ADDRESS   181 BAY ST., STE. 3500, TORONTO, ONTARIO   23 STREET ADDRESS   2.4 CITY-ST-ZIP			DELETE			-3::			Change	Addition
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CITY-SI-7IP	STREET ADDRESS		ONTO, ONTARIO	2.3 STR						
Title	1	,			8 1		•			
NAME		T	DELETE					T	Change	Addition
STREET ADDRESS		JAHERNIG DANIEL A				ļ				
CITY-SI-7IP			ONTARIO			DODECC				
TITLE S DHNSON, JAMES C 4.1 TITLE 4.2 NAME  NAME JOHNSON, JAMES C 4.2 NAME  STREET ADDRESS CANADA M5J 2T3 4.4 CITY-ST-ZIP  TITLE AS 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	í		JIIIO, OIIIANIO	•		ſ	•			
NAME			ST DELETE			- ZIP			Change	Addition
STREET ADDRESS   181 BAY ST., STE. 3500, TORONTO, ONTARIO   4.3 STREET ADDRESS   CANADA M5J 2T3   4.4 CITY-ST-ZIP		•			•			,	onange	L. AOGROS
CITY-ST-ZIP						1				
DELETE	1	· · · · · · · · · · · · · · · · · · ·	JNIO, UNIAMO	1						
NAME         MARTITSCH, KARL N         5.2 NAME           STREET ADDRESS         3945 FREEDOM CIRCLE, SUITE 1050         5.3 STREET ADDRESS           DITY-S1-ZIP         SANTA CLARA CA 95054-1226         5.4 CITY-S1-ZIP			T 22. 22.			- ZIP		<sub>-</sub>	70	4 3 200
STREET ADDRESS         3945 FREEDOM CIRCLE, SUITE 1050         5.3 STREET ADDRESS           CHY-ST-ZIP         SANTA CLARA CA 95054-1226         5.4 CHY-ST-ZIP	TITLE		☐ DELETE		_			I	J Unange	L_I Addition
CITY-S1-ZIP SANTA CLARA CA 95054-1226 5.4 CITY-ST-ZIP	NAME		<b>.</b>	5.2 NAN	Æ					
	STREET ADDRESS			•		NDDRESS				
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	TITLE	D	☐ DELETE	6.1 TITL	E				Change	Addition
NAME NULLMEYER, BRADLEY D 62 NAME	NAME	NULLMEYER, BRADLEY D		6.2 NAN	ΑE					
STREET ADDRESS 181 BAY ST., STE. 3500, TORONTO, ONTARIO 63 STREET ADDRESS				6.3 STREET ADDRESS		IDDRESS .				
CITY-S1-ZIP CANADA M5J 2T3 64 CITY-ST-ZIP			·			i i				
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	14. I do hereb	ov certify that the information supplied	d with this filing does not qualify	for the e	xen	nption stated	in Section 119.07(3)(i), Florida Statute	s. I further	certify the	at the
information indicated on this general congress or supplemental appeal agent is true and acquirate and that my signature shall have the same legal effect as if made under noths.	information	o indicated on this gonust concerns or a	upplomental appual report is tru	in and ar	OAIR	ote and that	my cionature chall have the came lens	l affact ac	if made i	inder noth: the
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 chapter on a attachment with an address.	appears in	Block 12 or Block 13 if charged, at	on a attachment with an addr	ess.	,	the topost	and the second s			

K. Nicholas Martitsch

01/8/197

### 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 NOB 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	