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Apr 17 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT
1998

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
111 MONUMENT CIRCLE. #300 SUITE 300 INDIANAPOLIS IN 46204-5187 US	111 MONUMENT CIRCLE. #300 SUITE 300 INDIANAPOLIS IN 46204-5187 US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 111 Monument Circle	26 111 Monument Circle
Suite, Apt. #, etc. 22 Ste 2700	Suite, Apt. #, etc. 27 Ste 2700
City & State 23 Indianapolis, IN	City & State 28 Indianapolis, IN
Zip 24 46204 Country 25 USA	Zip 29 46204 Country 30 USA

3. Date Incorporated or Qualified: **04/11/1995**
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 owes or has paid the current year Intangible Personal Property Tax due June 30. ☒ 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 ______________________________
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

CR2E034 (10/97)

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	S.	☒ Change ☐ Addition
NAME	JOHNSON, JAMES C		4.2 NAME	Robert Hicks	
STREET ADDRESS	181 BAY ST., STE. 3500, TORONTO, ONTARIO		4.3 STREET ADDRESS	111 Monument Circle, Ste 2700	
CITY-ST-ZIP	CANADA M5J 2T3		4.4 CITY-ST-ZIP	Indianapolis, IN 46204	
TITLE	AS	☐ DELETE	5.1 TITLE	AS.	☒ Change ☐ Addition
NAME	MARTITSCH, KARL N		5.2 NAME	Scott Herbst	
STREET ADDRESS	3945 FREEDOM CIRCLE, SUITE 1050		5.3 STREET ADDRESS	111 Monument Circle, Ste 2700	
CITY-ST-ZIP	SANTA CLARA CA 95054-1226		5.4 CITY-ST-ZIP	Indianapolis, IN 46204	
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		

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 Michel Belaro 4/10/98 (317)7[illegible]

NEWCOURT FINANCIAL USA, INC.

LIST OF OFFICERS AND DIRECTORS

Bank One Tower #2700
111 Monument Circle
Indianapolis, IN 46204-5122
EIN: 77-0298311

Name	Title(s)	SSN	Home Address	Business Address
Steven K. Hudson	President	Canadian National SIN# 456-132-456	10 Highland Avenue Toronto, Ontario Canada M4W 2A3	181 Bay Street, Suite 3500 Toronto, Ontario Canada M5J 2T3
Bradley D. Nullmeyer	Director	Canadian National SIN# 462-731-076	54 Lascelles Boulevard Toronto, Ontario Canada M5P 2E1	181 Bay Street, Suite 3500 Toronto, Ontario Canada M5J 2T3
Michel Beland	Vice President & Chief Financial Officer	303-19-1446		Bank One Tower #2700 111 Monument Circle Indianapolis, IN 46204-5122
Paul Cortellini	Vice President			Bank One Tower #2700 111 Monument Circle Indianapolis, IN 46204-5122
Daniel A. Jauernig	Vice President, 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
Robert J. Hicks	Vice President, Secretary	187-38-7963	10677 Crown Court Carmel, IN 46032	Bank One Tower #2700 111 Monument Circle Indianapolis, IN 46204-5122
Scott E. Herbst	Asst. Vice President, Asst. Secretary	312-86-0867	10976 East Mallard Way Indianapolis, IN 46278	Bank One Tower #2700 111 Monument Circle Indianapolis, IN 46204-5122
William M. Imrie	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
Frank O. Scharffenberger	Vice President	462-19-2486	7110 Birchwood Dallas, TX 75240	8750 North Central Expwy Suite 930 Dallas, TX 75231
Steven H. Schofield	Director	Canadian National SIN# 218-962-538	267 Bartley Bull Parkway Brampton, Ontario Canada L6W 2L2	181 Bay Street, Suite 3500 Toronto, Ontario Canada M5J 2T3