

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

FILED
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
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DOCUMENT # F95000004225 (7)
1. Corporation Name

OMNI FINANCIAL SERVICES OF AMERICA, INC.



Principal Place of Business 120 NW 12TH AVE DEERFIELD BEACH FL 33442	Mailing Address 120 NW 12TH AVE DEERFIELD BEACH FL 33442
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 1769 PARAGON DRIVE Suite, Apt. #, etc. 22 STE 100 City & State 23 MEMPHIS, TN Zip 24 38132		2a. Mailing Address 25 111 MONUMENT CIRCLE Suite, Apt. #, etc. 27 STE 2700 City & State 28 INDIANAPOLIS, IN Zip 29 46204		3. Date Incorporated or Qualified 08/31/1995	
				4. FEI Number 65-0593360	
				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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
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

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 firm if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input checked="" type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BROWN, COLIN	1.2 NAME	
STREET ADDRESS	120 NW 12TH AVE	1.3 STREET ADDRESS	
CITY-ST-ZIP	DEERFIELD BEACH FL 33442	1.4 CITY-ST-ZIP	
TITLE	PD <input type="checkbox"/> DELETE	2.1 TITLE	P. <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SMITH, DARYL P	2.2 NAME	STEVEN HUDSON
STREET ADDRESS	100 N.W. 12TH AVE.	2.3 STREET ADDRESS	181 BAY STREET STE 3500
CITY-ST-ZIP	DEERFIELD BEACH FL 33442	2.4 CITY-ST-ZIP	TORONTO ONTARIO CANADA M5T 3T3
TITLE	S <input type="checkbox"/> DELETE	3.1 TITLE	VPS. <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WHELAN, JOHN J	3.2 NAME	SCOTT MOORE
STREET ADDRESS	120 NW 12TH AVE	3.3 STREET ADDRESS	303 EAST WACKER DR. STE 900
CITY-ST-ZIP	DEERFIELD BEACH FL 33442	3.4 CITY-ST-ZIP	CHICAGO, IL 60601
TITLE	VP <input type="checkbox"/> DELETE	4.1 TITLE	VPCFO <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BROWDY, ALAN J.	4.2 NAME	MICHEL BELAND
STREET ADDRESS	100 NW 12TH AVENUE	4.3 STREET ADDRESS	111 MONUMENT CIRCLE STE 2700
CITY-ST-ZIP	DEERFIELD BEACH FL	4.4 CITY-ST-ZIP	INDIANAPOLIS, IN 46204
TITLE	D. <input type="checkbox"/> DELETE	5.1 TITLE	D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		5.2 NAME	DENNIS ADAMS
STREET ADDRESS		5.3 STREET ADDRESS	1769 PARAGON DR, STE 100
CITY-ST-ZIP		5.4 CITY-ST-ZIP	MEMPHIS, TN 38132
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	

14. I hereby certify that the information supplied in 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 person 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 any attachment with an address.

CR2E034 (10/97)

OMNI

OMNI FINANCIAL SERVICES OF AMERICA, INC.

LIST OF OFFICERS AND DIRECTORS

1769 Paragon Drive
Suite 100
Memphis, Tennessee 38132
EIN: 65-0593360

Name/Date of Birth	Title(s)	SSN	Home Address	Business Address
Steven K. Hudson July 9, 1958	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
Dennis R. Adams September 21, 1955	Vice President & Managing Director		5705 Wester Way Arlington, Texas 76013	1769 Paragon Drive Suite 100 Memphis, TN 38132
James C. Johnson June 9, 1961	Senior Vice President -Legal-	Canadian National SIN# 450-143-672	52 Fleming Crescent Toronto, Ontario Canada M4G 2B2	181 Bay Street, Suite 3500 Toronto, Ontario Canada M5J 2T3
Daniel A. Jauernig August 21, 1965	Vice President, Treasurer, & Director	Canadian National SIN# 472-938-562	48 Lawrence Crescent Toronto, Ontario Canada M4N 1N2	181 Bay Street, Suite 3500 Toronto, Ontario Canada M5J 2T3
Steven H. Schofield April 5, 1950	Senior Vice President & Director	Canadian National SIN# 218-962-538	1120 N. Lake Shore Drive #2D Chicago, IL 60611	303 East Wacker Drive Suite 900 Chicago, IL 60601-5212
Bradley D. Nullmeyer March 1, 1960	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
Robert J. Hicks January 22, 1961	Vice President	187-38-7963	10677 Crown Court Carmel, IN 46032	Bank One Tower #2700 111 Monument Circle Indianapolis, IN 46204-5122
Michel Beland September 21, 1952	Vice President & Chief Financial Officer	303-19-1446	10813 Turne Grove Fishers, IN 46038-9006	Bank One Tower #2700 111 Monument Circle Indianapolis, IN 46204-5122
Scott E. Herbst November 9, 1966	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
Scott J. Moore November 16, 1960	Vice President & Secretary		915 Elm Street Western Springs, IL 60558	303 East Wacker Drive Suite 900 Chicago, IL 60601-5212
Gregory J. Seketa December 5, 1963	Asst. Vice President & Asst. Secretary		3625 East County Road 750 South Clayton, IN 46118	Bank One Tower #2700 111 Monument Circle Indianapolis, IN 46204-5122