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Feb 04 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 # F96000000316 (7)

1. Corporation Name
FIELDSTONE MORTGAGE COMPANY



Principal Place of Business
**2 NORTH CHARLES STREET
 BALTIMORE MD 21201**

Mailing Address
**2 NORTH CHARLES STREET
 BALTIMORE MD 21201-3754**

3. Date Incorporated or Qualified **01/18/1996** 3a. Date of Last Report **N/A**
 4. FEI Number **52-1926633** 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

2. Principal Place of Business
 21 **1042 Winding Oaks Dr.**
 Suite, Apt. #, etc.
 22
 City & State
 23 **Palm Harbor, Florida**
 Zip Country
 24 **34683** 25

2a. Mailing Address
 26
 Suite, Apt. #, etc.
 27
 City & State
 28
 Zip Country
 29 30

9. Name and Address of Current Registered Agent
**C T 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		DELETED
TITLE	PC	<input type="checkbox"/>
NAME	SONNENFELD, MICHAEL J	
STREET ADDRESS	2 NORTH CHARLES STREET	
CITY-ST-ZIP	BALTIMORE MD 21201	
TITLE	EV	<input checked="" type="checkbox"/>
NAME	RUBLE, JOSEPH J	
STREET ADDRESS	2 NORTH CHARLES STREET	
CITY-ST-ZIP	BALTIMORE MD 21201	
TITLE	EVS	<input type="checkbox"/>
NAME	SCHWARTZ, FAITH A	
STREET ADDRESS	2 NORTH CHARLES STREET	
CITY-ST-ZIP	BALTIMORE MD 21201	
TITLE	EV	<input type="checkbox"/>
NAME	THOMAS, PETER A	
STREET ADDRESS	2 NORTH CHARLES STREET	
CITY-ST-ZIP	BALTIMORE MD 21201	
TITLE	SRV	<input type="checkbox"/>
NAME	ROSENTHAL, SAMUEL L	
STREET ADDRESS	2 NORTH CHARLES STREET	
CITY-ST-ZIP	BALTIMORE MD 21201	
TITLE		<input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		Change	Addition
1.1 TITLE	PM	<input checked="" type="checkbox"/>	<input type="checkbox"/>
1.2 NAME			
1.3 STREET ADDRESS			
1.4 CITY-ST-ZIP			
2.1 TITLE	CD	<input type="checkbox"/>	<input checked="" type="checkbox"/>
2.2 NAME	Herb Carrel		
2.3 STREET ADDRESS	2 North Charles Street		
2.4 CITY-ST-ZIP	Baltimore, MD 21201		
3.1 TITLE	VT	<input type="checkbox"/>	<input checked="" type="checkbox"/>
3.2 NAME	Diane L. Scheidle		
3.3 STREET ADDRESS	2 North Charles Street		
3.4 CITY-ST-ZIP	Baltimore, MD 21201		
4.1 TITLE	V	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4.2 NAME	Diane L. Slack		
4.3 STREET ADDRESS	2 North Charles Street		
4.4 CITY-ST-ZIP	Baltimore, MD 21201		
5.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
5.2 NAME			
5.3 STREET ADDRESS			
5.4 CITY-ST-ZIP			
6.1 TITLE		<input type="checkbox"/>	<input type="checkbox"/>
6.2 NAME			
6.3 STREET ADDRESS			
6.4 CITY-ST-ZIP			

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, changed, or on an attachment with an address.

SIGNATURE: _____ DATE: **1/27/97** DAYTIME PHONE: **410361-8236**

CR2E034 (9/96)