

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
 AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

FILED
 Jul 13 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 # F96000000316 (7)
 1. Corporation Name
FIELDSTONE MORTGAGE COMPANY



Principal Place of Business: 1042 WINDING OAKS DR. PALM HARBOR FL 34883 US
 Mailing Address: 2 NORTH CHARLES STREET BALTIMORE MD 21201

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 11266 Southwest 160th St.		27 Suite, Apt. #, etc.		01/18/1996	
22 Suite, Apt. #, etc.		28 City & State		4. FEI Number	
23 Miami, FL		29 City & State		52-1926633	
24 33196		30 Country		5. Certificate of Status Desired	
25		29		<input type="checkbox"/> \$8.75 Additional Fee Required <input type="checkbox"/> \$5.00 May Be Added to Fees	
26		30		6. Election Campaign Financing Trust Fund Contribution	
27		30		<input type="checkbox"/> \$5.00 May Be Added to Fees <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
28		30		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.	
29		30		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New 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			
				85 Zip Code			
				FL			

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PM	1.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	SONNENFELD, MICHAEL J	1.2 NAME	
STREET ADDRESS	2 NORTH CHARLES STREET	1.3 STREET ADDRESS	
CITY-ST-ZIP	BALTIMORE MD	1.4 CITY-ST-ZIP	21201
TITLE	CD	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	CARREL, HERB	2.2 NAME	
STREET ADDRESS	2 NORTH CHARLES STREET	2.3 STREET ADDRESS	
CITY-ST-ZIP	BALTIMORE MD	2.4 CITY-ST-ZIP	21201
TITLE	EVS	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	SCHWARTZ, FAITH A	3.2 NAME	Marie Ignacio
STREET ADDRESS	2 NORTH CHARLES STREET	3.3 STREET ADDRESS	2 North Charles Street
CITY-ST-ZIP	BALTIMORE MD 21201	3.4 CITY-ST-ZIP	Baltimore, MD 21201
TITLE	EV	4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	THOMAS, PETER A	4.2 NAME	Gary Uchino
STREET ADDRESS	2 NORTH CHARLES STREET	4.3 STREET ADDRESS	2 North Charles Street
CITY-ST-ZIP	BALTIMORE MD 21201	4.4 CITY-ST-ZIP	Baltimore, MD 21201
TITLE	SRV	5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	ROSENTHAL, SAMUEL L	5.2 NAME	V
STREET ADDRESS	2 NORTH CHARLES STREET	5.3 STREET ADDRESS	Diane Slack
CITY-ST-ZIP	BALTIMORE MD 21201	5.4 CITY-ST-ZIP	2 N. Charles St., Baltimore MD 21201
TITLE	VT	6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	SCHEIDLE, DIANE L.	6.2 NAME	S/T
STREET ADDRESS	2 NORTH CHARLES STREET	6.3 STREET ADDRESS	100002587851
CITY-ST-ZIP	BALTIMORE MD	6.4 CITY-ST-ZIP	-07/14/98--01027--017
			***150.00

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: _____ 7/13/98 410 361-8200

CR2E034 (5/98)

FIELDSTONE MORTGAGE COMPANY

TWO NORTH CHARLES STREET, SUITE 300

BALTIMORE, MARYLAND 21201

TELEPHONE: (410) 361-8200 FACSIMILE: (410) 361-8299

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July 8, 1998

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Dear Sandy:

Enclosed please find our Profit Corporations Annual Report for 1998. On July 1st, we received a packet in the mail that indicated you had not received our original report. The report was sent out by our office on April 24, 1998. After calling your office on July 1, 1998, I have re-executed the report and am sending it to you via overnight mail. I am enclosing a check in the amount of \$150 since the original report was lost somewhere between our office and yours.

Please call me at 410-361-8241 with any questions. Thank you for your assistance.

Sincerely,



Mary Williams
Compliance Auditor