

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

FILED

**May 18 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 # F97000000521 (1)
1. Corporation Name
HOME EQUITY USA, INC.

Principal Place of Business 6 EXECUTIVE PARK DR ATLANTA GA 30329	Mailing Address 6 EXECUTIVE PARK DR ATLANTA GA 30329
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 01/30/1997	
21 Suite, Apt. #, etc.	22 City & State	26 Suite, Apt. #, etc.	27 City & State	4. FEI Number 58-2279943	Applied For APPLIED FOR
23 Zip	25 Country	29 Zip	30 Country	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 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**

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PTDC <input checked="" type="checkbox"/> DELETE	1.1 TITLE	P C O <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	TORKE, MICHAEL J	1.2 NAME	Donald F. Armstrong
STREET ADDRESS	6 EXECUTIVE PARK DR	1.3 STREET ADDRESS	6 EXECUTIVE PARK DR, NE
CITY-ST-ZIP	ATLANTA GA 30329	1.4 CITY-ST-ZIP	ATLANTA, GA 30329
TITLE	VS <input checked="" type="checkbox"/> DELETE	2.1 TITLE	SVP A <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	FRANZEN, THERESE G	2.2 NAME	COLY L. BRAUN
STREET ADDRESS	6 EXECUTIVE PARK DR	2.3 STREET ADDRESS	6 EXECUTIVE PARK DR, NE
CITY-ST-ZIP	ATLANTA GA 30329	2.4 CITY-ST-ZIP	ATLANTA, GA 30329
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	SVP A <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		3.2 NAME	JANET H. MACKIE
STREET ADDRESS		3.3 STREET ADDRESS	6 EXECUTIVE PARK DR, NE
CITY-ST-ZIP		3.4 CITY-ST-ZIP	ATLANTA, GA 30329
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	S <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		4.2 NAME	William C. Mutter peck
STREET ADDRESS		4.3 STREET ADDRESS	One Federal Way
CITY-ST-ZIP		4.4 CITY-ST-ZIP	Boston, MA 02110
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	T VP <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		5.2 NAME	Cleveland Fletcher
STREET ADDRESS		5.3 STREET ADDRESS	6 EXECUTIVE PARK DR, NE
CITY-ST-ZIP		5.4 CITY-ST-ZIP	ATLANTA, GA 30329
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		6.2 NAME	Brian T. Magrignan
STREET ADDRESS		6.3 STREET ADDRESS	One Federal Way
CITY-ST-ZIP		6.4 CITY-ST-ZIP	Boston, MA 02110

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.

CR2E034 (10/97)