SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 15, 1999. AMOUNT DUE ON OR BEFORE 09/15/99: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

PROFIT CORPORATION ANNUAL REPORT

SIGNATURE



FLORIDA DEPARTMENT OF STATE

Katherine Harris

Secretary of State DIVISION OF CORPORATIONS

FILED Aug 11, 1999 8:00 am Secretary of State

08-11-1999 90002 008 ***550.00

1. Corporation	VIEN # F97000	001032			
CHAMPI	ON MORTGAGE CO., INC.			UUTUUL JU	
Principal Place	of Business	Mailing Address		. 1941100 1110 19111 18811 88111 98111 98111	
20 WATERVIEW BOULEVARD 20 WATERVIEW BOULEVARD			RD		
PARSIPPANY NJ 07054 PARSIPPANY NJ 07054			DO NOT WRITE IN T	HIS SPACE	
		•		3. Date Incorporated or Qualified	<u> </u>
				02/27/1997	
2. Principal Pla	ace of Business	2a. Mailing Address		4. FEI Number	Applied For
	aterview Blvd	26 SAME AS	·	22-2630964	Not Applicable
Suite, Apt. #	•	Suite, Apt. #, etc.		5. Certificate of Status Desired	\$8.75 Additional Fee Required
22 HAN HO	* · · · · · · · · · · · · · · · · · · ·	City & State		6. Election Campaign Financing	\$5.00 May Be
City & State City & State City & State 23 Pars/Pouny NJ 28			Trust Fund Contribution	Added to Fees	
Zip	Country	Zip	Country	8. This corporation owes the current year	
24 0700	. — 11	29	30	Intangible Personal Property.	Yes No
- 10 , 0	9. Name and Address of Current	Registered Agent		10. Name and Address of New Registe	red Agent
Name (T Corporation Su	STEM
C T CORPORATION SYSTEM			82 Street Add	ress (P.O. Box Number) is Not Acceptable)	101
1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324			1200	South the Islan	<u>a ko</u>
FLA	ITEMPORT L VOUCT		83	•	
			84 Sty	L. Chada	23334
44		1007 4500 51-11-04-04-4-	1 4 an-		
office or r	registered agent or both in the State.	of Florida, Such change was a	authorized by the cordorati	oration submits this statement for the purpose of ion's board of directors. I hereby accept the a	opointment as registered
agent. I a	im familiar with, and accept the obliga	tions of, section 607.0505, Flo	orida Statutes		
SIGNATURE	Signature, typed or printed name of registered agent	t and title if applicable (NC	OTE: Registered Agent signature req	rulred when reinstating) DA*	
12.	OFFICERS AN		13.	ADDITIONS/CHANGES TO OFFICERS	AND DIRECTORS IN 12
TITLE	PCD	DELETE	1.1 TITLE		Change Addition
NAME	GORYEB, JOSEPH M		1.2 NAME		
STREET ADDRESS	20 WATERVIEW BOULEVARD		1.3 STREET ADDRESS		
CITY-ST-ZIP	PARSIPPANY NJ 07054		1.4 CITY-ST-ZIP	<u></u>	
TITLE	VT	DELETE	2.1 TITLE		Change Addition
NAME	RICH, DANIEL L		2.2 NAME		
STREET ADDRESS	20 WATERVIEW BOULEVARD		2.3 STREET ADDRESS		
CITY-ST-ZIP	PARSIPPANY NJ 07054		2.4 CITY-ST-ZIP		
TITLE	S HANKE DOUGLAS W	L DELETE	3.1 TITLE		Change Addition
NAME	HANKE, DOUGLAS W 20 WATERVIEW BOULEVARD		3.2 NAME 3.3 STREET ADDRESS		•
STREET ADDRESS	PARSIPPANY NJ 07054		3.4 CITY-ST-ZIP		
CITY-ST-ZIP	VC	DELETE	4.1 TITLE		Change Addition
NAME	GORYEB, RICHARD P	□ nere is	4.2 NAME		
STREET ADDRESS	20 WATERVIEW BOULEVARD		4.3 STREET ADDRESS		
CITY-ST-ZIP	PARSIPPANY NJ 07054		4.4 CITY-ST-ZIP		
TITLE		DELETE	5.1 TTLE		Change Addition
NAME			5.2 NAME		
STREET ADDRESS			5.3 STREET ADDRESS		
CITY-ST-ZIP	<u></u>		5.4 CITY-ST-ZIP		
TITLE		DELETE	6.1 TITLE		Change Addition
NAME			6.2 NAME		
STREET ADDRESS			6.3 STREET ADDRESS		
CITY-ST-ZIP	1	61-68-1-4	6.4 CITY-ST-ZIP	cition 110 07/3/6) Florido Statutas 16 other co	tify that the information
indicated of an officer of		annual feport is true and accu ceiver or trustee empowered to		ction 119.07(3)(i), Florida Statutes. I further ce e shall have the same legal effect as if made equired by Chapter 607, Florida Statutes; and	

RE REGUIN-13

James H. Downing, President & CEO/KeyCorp Finance, Inc.

Residence Address:

Business Address:

2501 Washington Lane

127 Public Square

Bethlehem, PA 18015

Cleveland Ohio 44144

610-807-0451 SS#: 249-74-4700

DOB: 6/30/47

Place of Birth: Norfolk, VA

Joseph P. Goryeb, Chairman of the Board & CEO/Champion

Residence Address:

Business Address:

4 Buckingham Court

20 waterview Boulevard

Morristown, NJ 07960

Parsippany NJ 07054

973-895-5079

SS#: 050-26-1733

DOB: 10/26/30

Place of Birth: New York City, NY

Joseph M. Goryeb, Co-President/Champion

Residence Address:

Business Address:

13 Wilrich Glen

20 Waterview Boulevard

Morristown, NJ 07960

Parsippany NJ 07054

973-993-9858 SS#: 151-56-9609

DOB: 2/15/57

Place of Birth: Brooklyn, NY

Richard P. Goryeb, Co-President/Champion

Residence Address:

Business Address:

48 Old Farmstead Road

20 Waterview Boulevard

Chester, NJ 07930

Parsippany NJ 07054

908-879-2815 SS#: 137-66-0763

DOB: 8/20/60

Place of Birth: Brooklyn, NY

Daniel L. Rich, Vice-President, Treasurer, Chief Financial Officer/Champion

Residence Address:

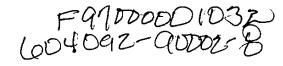
Business Address:

359 Wyckoff Avenue

Wyckoff, NJ 07481

20 Waterview Boulevard Parsippany NJ 07054

SS#: 073-40-5254 DOB: 2/14/49



Douglas W. Hanke, Vice-President, Controller, Secretary

Residence Address:

20 Waterview Boulevard

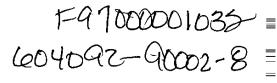
56 Seneca Trail

Parsippany NJ 07054

Wayne, NJ 07470 SS#: 285-52-4523 DOB: 1/22/61

NEW STOCKHOLDERS (OWNERS OF MORE THAN 10%)

KeyBank, U.S.A., National Association - 100% 127 Public Square Cleveland, Ohio 44114-1306 216-689-4107



-CHAMPION MORTGAGE CO., INC. POST ACQUISITION DIRECTORS AND EXECUTIVE OFFICERS

Revised as of 12/14/98

NEW DIRECTORS

REMOVED AS OF 10/22/97: A. Jay Meyerson, Group Executive V.P./KeyCorp. & Chairman,

CEO & Director/KBUSA

Residence Address:

Business Address:

32690 Creekside Drive

127 Public Square

Pepper Pike, Ohio 44124

Cleveland Ohio 44144

216-689-7144 SS#: 216-56-3770 DOB: 1/28/47

Place of Birth: Baltimore, Md.

ADDED AS OF 10/22/97: James A. Fishell, Executive V.P./KeyBank, N.A., Chairman,

President & CEO/KBUSA, Director/Auto Finance Group, Inc.

Residence Address:

Business Address:

7460 Twin Lakes

127 Public Square

Chagrin Falls, Ohio 44022

Cleveland Ohio 44144

216-247-1440 SS#: 300-46-7161 DOB: 7/31/51

Place of Birth: Columbus, Ohio

Ronald J. Nicolas, Jr., Executive V.P./KeyCorp & CFO, Treasurer & Director/KBUSA

Residence Address:

Business Address:

21149 West Byron

127 Public Square

Shaker Heights, Ohio 44122

Cleveland Ohio 44144

216-689-4146 SS#: 128-50-7065 DOB: 3/5/59

Place of Birth: Buffalo, NY

Forrest F. Stanley, Esq., Assistant Secretary/Champion & Sr. V.P. & Senior Managing Counsel/

KeyCorp Mgt. Co. & Assistant Secretary & Director/KBUSA

Residence Address:

Business Address:

10875 Sperry Road

127 Public Square

Kirtland, Ohio 44094

Cleveland Ohio 44144

216-256-6911 SS#: 282-48-3957

DOB: 3/5/51

Place of Birth: Cleveland, Ohio