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

PROFIT CORPORATION ANNUAL REPORT

1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

FILED
May 11, 1999 8:00 am
Secretary of State
05-11-1999 90044 041 ***150.00

DOCUMENT # **F97000002174**

1. Corporation Name
TRANSAMERICA RETAIL FINANCIAL SERVICES CORPORATION

Principal Place of Business	Mailing Address
TWO CONTINENTAL TOWERS 1701 GOLF ROAD ROLLING MEADOWS IL 60008	TWO CONTINENTAL TOWERS 1701 GOLF ROAD ROLLING MEADOWS IL 60008

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualifed: 04/24/1997

2. Principal Place of Business	2a. Mailing Address
21 5595 Trillium Boulevard	26 5595 Trillium Boulevard
22 Suite, Apt. #, etc.	27 Suite, Apt. #, etc.
23 Hoffman Estates, IL	28 Hoffman Estates, IL
24 Zip 60192 25 Country U.S.A.	29 Zip 60192 30 Country U.S.A.

4. FEI Number: 36-4134787 ☐ Applied For ☐ Not Applicable

5. Certifcate 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 owes the current year Intangible Personal Property Tax. ☐ Yes ☐ 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 **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 _____ DATE
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	PD	☐ DELETE	1.1 TITLE		☒ Change ☐ Addition
NAME	SCHOEDINGER, JAMES L		1.2 NAME		
STREET ADDRESS	1701 GOLF ROAD		1.3 STREET ADDRESS	5595 Trillium Blvd.	
CITY-ST-ZIP	ROLLING MEADOWS IL		1.4 CITY-ST-ZIP	Hoffman Estates, IL 60192	
TITLE	VP	☐ DELETE	2.1 TITLE	and Director	☒ Change ☐ Addition
NAME	SLAGLE, GARY W.		2.2 NAME		
STREET ADDRESS	1701 GOLF RD.		2.3 STREET ADDRESS	5595 Trillium Blvd.	
CITY-ST-ZIP	ROLLING MEADOWS IL 60008		2.4 CITY-ST-ZIP	Hoffman Estates, IL 60192	
TITLE	SVP	☐ DELETE	3.1 TITLE	and Director	☒ Change ☐ Addition
NAME	PERRELLI, ROSARIO		3.2 NAME		
STREET ADDRESS	1701 GOLF RD.		3.3 STREET ADDRESS	5595 Trillium Blvd.	
CITY-ST-ZIP	ROLLING MEADOWS IL 60008		3.4 CITY-ST-ZIP	Hoffman Estates, IL 60192	
TITLE	V	☒ DELETE	4.1 TITLE		☐ Change ☐ Addition
NAME	PERRELLI, ROSARIO A		4.2 NAME		
STREET ADDRESS	1701 GOLF ROAD		4.3 STREET ADDRESS		
CITY-ST-ZIP	ROLLING MEADOWS IL		4.4 CITY-ST-ZIP		
TITLE	AS	☐ DELETE	5.1 TITLE		☒ Change ☐ Addition
NAME	REYNOLDS, ROSALIE		5.2 NAME		
STREET ADDRESS	1701 GOLF RD.		5.3 STREET ADDRESS	5595 Trillium Blvd.	
CITY-ST-ZIP	ROLLING MEADOWS IL 60008		5.4 CITY-ST-ZIP	Hoffman Estates, IL 60192	
TITLE	AS	☒ DELETE	6.1 TITLE		☐ Change ☐ Addition
NAME	REYNOLDS, ROSALIE M		6.2 NAME		
STREET ADDRESS	1701 GOLF ROAD		6.3 STREET ADDRESS		
CITY-ST-ZIP	ROLLING MEADOWS IL		6.4 CITY-ST-ZIP		

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, with all other like empowered.

SIGNATURE: Rosalie Reynolds REQUIRED 4/30/99 (847) 747-7587
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #

CR2E034 (11/98)

TRANSAMERICA RETAIL FINANCIAL SERVICES CORPORATION

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Name	Office	Business Address	
PERRELLI, Rosario A.	Senior Vice President - Chief Financial Officer	5595 Trillium Boulevard	Hoffman Estates, IL 60192
REYNOLDS, Rosalie M.	Assistant Secretary	5595 Trillium Boulevard	Hoffman Estates, IL 60192
SCHOEDINGER, James L.	**President & Chief Executive Officer**	5595 Trillium Boulevard	Hoffman Estates, IL 60192
SLAGLE, Gary W.	Vice President and General Manager	5595 Trillium Boulevard	Hoffman Estates, IL 60192
VACANT	Treasurer's duties preformed by Sr. Vice Pres. Chief Financial Officer		

Directors

PERRELLI, Rosario A.	5595 Trillium Boulevard	Hoffman Estates, IL 60192
SCHOEDINGER, James L.	5595 Trillium Boulevard	Hoffman Estates, IL 60192
SLAGLE, Gary W.	5595 Trillium Boulevard	Hoffman Estates, IL 60192

Transamerica Distribution Finance Corporation owns 100% of all stock issued.

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