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

FILED
May 01 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 # F97000002434 (5)
1. Corporation Name
BCI FINANCE INC.



Principal Place of Business
1800 MOUNTAIN VIEW DRIVE
COLCHESTER VT 05446

Mailing Address
1600 MOUNTAIN VIEW DRIVE
COLCHESTER VT 05446

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 05/07/1997	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 03-0335501	
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" 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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PIERRE-ANDRE, ROY	1.2 NAME	
STREET ADDRESS	1600 MOUNTAIN VIEW DRIVE	1.3 STREET ADDRESS	
CITY-ST-ZIP	COLCHESTER VT	1.4 CITY-ST-ZIP	
TITLE	VD	2.1 TITLE	Vice President <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BRADY, WILLIAM P	2.2 NAME	
STREET ADDRESS	1600 MOUNTAIN VIEW DRIVE	2.3 STREET ADDRESS	12735 Gran Bay Parkway West
CITY-ST-ZIP	COLCHESTER VT	2.4 CITY-ST-ZIP	Jacksonville, FL 32258
TITLE	VS	3.1 TITLE	Vice President, Secretary, and Director <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CROWE, R W	3.2 NAME	
STREET ADDRESS	1600 MOUNTAIN VIEW DRIVE	3.3 STREET ADDRESS	
CITY-ST-ZIP	COLCHESTER VT	3.4 CITY-ST-ZIP	
TITLE	VT	4.1 TITLE	Vice President, Treasurer, and Director <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FILTHAUT, BLAINE H	4.2 NAME	
STREET ADDRESS	1600 MOUNTAIN VIEW DRIVE	4.3 STREET ADDRESS	
CITY-ST-ZIP	COLCHESTER VT	4.4 CITY-ST-ZIP	
TITLE	AS	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	O'NEIL, JEAN C	5.2 NAME	
STREET ADDRESS	1600 MOUNTAIN VIEW DRIVE	5.3 STREET ADDRESS	
CITY-ST-ZIP	COLCHESTER VT	5.4 CITY-ST-ZIP	
TITLE	D	6.1 TITLE	Andrew Baranowsky <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	LAROSE, PAUL H	6.2 NAME	Assistant Treasurer
STREET ADDRESS	1600 MOUNTAIN VIEW DRIVE	6.3 STREET ADDRESS	1600 Mountain View Drive
CITY-ST-ZIP	COLCHESTER VT	6.4 CITY-ST-ZIP	Colchester, VT 05446

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:

R. William Crowe

CP2E034 (10/97)