

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

FILED

Apr 23 1998 8:00am  
Secretary of State

<b>PROFIT CORPORATION</b> <b>ANNUAL REPORT</b> <b>1998</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
--	---	--

**DOCUMENT # K35552 (4)**  
 1. Corporation Name  
**INCOME SERVICE GROUP, INC.**



Principal Place of Business <b>C/O CITIBANK ARIZONA</b> <b>4041 N. CENTRAL AVE., 3RD FL.</b> <b>PHOENIX AZ 85012</b>	Mailing Address <b>C/O CITIBANK ARIZONA</b> <b>4041 N. CENTRAL AVE., 3RD FL.</b> <b>PHOENIX AZ 85012</b>
---	---

DO NOT WRITE IN THIS SPACE

<b>2. Principal Place of Business</b> <b>21</b> Suite, Apt. #, etc. <b>22</b> City & State <b>23</b> Zip <b>24</b> Country		<b>2a. Mailing Address</b> <b>26</b> Suite, Apt. #, etc. <b>27</b> City & State <b>28</b> Zip <b>29</b> Country		<b>3. Date Incorporated or Qualified</b> <b>09/30/1988</b>	<b>4. FEI Number</b> <b>65-0079045</b>	Applied For Not Applicable
<b>5. Certificate of Status Desired</b> <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>		<b>6. Election Campaign Financing</b> <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>		<b>8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.</b> <input type="checkbox"/> Yes <input type="checkbox"/> No		


<b>9. Name and Address of Current Registered Agent</b> <b>CT CORPORATION SYSTEM</b> <b>1200 SOUTH PINE ISLAND ROAD</b> <b>PLANTATION FL 33324</b>	<b>10. Name and Address of New Registered Agent</b> <b>81</b> Name <b>82</b> Street Address (P.O. Box Number is Not Acceptable) <b>83</b> <b>84</b> City <b>FL</b> <b>85</b> 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	
<b>TITLE</b> <b>P</b> <b>NAME</b> <b>EMERY, EDWARD J</b> <b>STREET ADDRESS</b> <b>4041 N. CENTRAL AVENUE, 3RD FLOOR</b> <b>CITY-ST-ZIP</b> <b>PHOENIX AZ 85012</b>	<input type="checkbox"/> DELETE	<b>1.1 TITLE</b> <b>Vice President</b> <b>1.2 NAME</b> <b>Eric Rumble</b> <b>1.3 STREET ADDRESS</b> <b>4041 N. Central Ave., #300</b> <b>1.4 CITY-ST-ZIP</b> <b>Phoenix, AZ 85012</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
<b>TITLE</b> <b>V</b> <b>NAME</b> <b>DILLIAM, KATHERINE A</b> <b>STREET ADDRESS</b> <b>4041 NORTH CENTRAL AVE</b> <b>CITY-ST-ZIP</b> <b>MIAMI FL 85012</b>	<input checked="" type="checkbox"/> DELETE	<b>2.1 TITLE</b> <b>Vice President</b> <b>2.2 NAME</b> <b>Holly Cady</b> <b>2.3 STREET ADDRESS</b> <b>3300 N. Central Ave., 5th Floor</b> <b>2.4 CITY-ST-ZIP</b> <b>Phoenix, AZ 85012</b>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
<b>TITLE</b> <b>S</b> <b>NAME</b> <b>LOCK, DALE C</b> <b>STREET ADDRESS</b> <b>ONE SANSOME STREET 27TH FLOOR</b> <b>CITY-ST-ZIP</b> <b>SAN FRANCISCO CA 94104-4448</b>	<input checked="" type="checkbox"/> DELETE	<b>3.1 TITLE</b> <b>Secretary</b> <b>3.2 NAME</b> <b>Glenn White</b> <b>3.3 STREET ADDRESS</b> <b>3300 N. Central Ave., 5th Floor</b> <b>3.4 CITY-ST-ZIP</b> <b>Phoenix, AZ 85012</b>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
<b>TITLE</b> <b>VAS</b> <b>NAME</b> <b>HOWLAND, AMY D</b> <b>STREET ADDRESS</b> <b>4041 N. CENTRAL AVE. 3RD FLOOR</b> <b>CITY-ST-ZIP</b> <b>PHOENIX AZ 85012</b>	<input checked="" type="checkbox"/> DELETE	<b>4.1 TITLE</b> <b>Vice President &amp; Asst. Sec.</b> <b>4.2 NAME</b> <b>Mike Regan</b> <b>4.3 STREET ADDRESS</b> <b>500 W. Madison, 8th Floor</b> <b>4.4 CITY-ST-ZIP</b> <b>Chicago, IL 60661</b>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
<b>TITLE</b> <b>AS</b> <b>NAME</b> <b>TEICHGRAEBER, THOMAS G</b> <b>STREET ADDRESS</b> <b>500 W. MADISON STREET, 7TH FLOOR</b> <b>CITY-ST-ZIP</b> <b>CHICAGO IL 60661</b>	<input type="checkbox"/> DELETE	<b>5.1 TITLE</b> <b>Vice President</b> <b>5.2 NAME</b> <b>Anita Jordon</b> <b>5.3 STREET ADDRESS</b> <b>4041 N. Central Ave., #300</b> <b>5.4 CITY-ST-ZIP</b> <b>Phoenix, AZ 85012</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
<b>TITLE</b> <b>NAME</b> <b>STREET ADDRESS</b> <b>CITY-ST-ZIP</b>	<input type="checkbox"/> DELETE	<b>6.1 TITLE</b> <b>VP &amp; Asst. Sec./Director</b> <b>6.2 NAME</b> <b>Jo-Ann Barr Titley</b> <b>6.3 STREET ADDRESS</b> <b>8750 Doral Blvd.</b> <b>6.4 CITY-ST-ZIP</b> <b>Miami, FL 33178</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition

**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**  **Mike Regan, VP & Asst. Sec. 4/14/98 312-627-3718**

CR2E034 (10/97)