

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

PROFIT CORPORATION ANNUAL REPORT 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # **M05803 (5)**
1. Corporation Name
TORONTO DOMINION MORTGAGE COMPANY (U.S.A.), INC.



Principal Place of Business Mailing Address
ATTN: M.J. LUPER
909 FANNIN ST., SUITE 1700
HOUSTON TX 77010

3. Date Incorporated or Qualified **09/28/1984** 3a. Date of Last Report **04/06/1995**
4. FEI Number **59-2472543** Applied For Not Applicable
5. Certificate 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 has liability for intangible tax under s. 199.032, Florida Statutes Yes No

2. Principal Place of Business 2a. Mailing Address
21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
22 City & State 27 City & State
23 Zip Country 28 Zip Country
24 25 29 30

9. Name and Address of Current Registered Agent
**CT CORPORATION SYSTEM
1200 S. 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 **FL**

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) _____

12. OFFICERS AND DIRECTORS

TITLE	DP	<input type="checkbox"/> DELETE
NAME	HUEBNER, V J	
STREET ADDRESS	31 W 52 STR	
CITY- ST- ZIP	NEW YORK NY	
TITLE	DV	<input type="checkbox"/> DELETE
NAME	CLAUSE, CAROLE A.	
STREET ADDRESS	909 FANNIN ST., #1700	
CITY- ST- ZIP	HOUSTON TX	
TITLE	DV	<input type="checkbox"/> DELETE
NAME	FINLAY, WARREN R	
STREET ADDRESS	909 FANNIN ST., #1700	
CITY- ST- ZIP	HOUSTON TX	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	LUPER, MARTIN J	
STREET ADDRESS	909 FANNIN ST, #1700	
CITY- ST- ZIP	HOUSTON TX	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY- ST- ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY- ST- ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2. NAME	
3. STREET ADDRESS	
4. CITY- ST- ZIP	
5. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6. NAME	
7. STREET ADDRESS	
8. CITY- ST- ZIP	
9. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
10. NAME	
11. STREET ADDRESS	
12. CITY- ST- ZIP	
13. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
14. NAME	
15. STREET ADDRESS	
16. CITY- ST- ZIP	
17. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
18. NAME	
19. STREET ADDRESS	
20. CITY- ST- ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and is not qualified for the exemption stated in Section 119.07(3)(k), 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: _____ DATE: **2/20/96** (713) 653-8487

CR2E034 (12/95)