

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

FILED
May 14 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P04815 (7)
 1. Corporation Name
BMW FINANCIAL SERVICES NA, INC.



Principal Place of Business 300 CHESTNUT RIDGE RD ATTN: TAX DEPT WOODCLIFF LAKE NJ 07675 US	Mailing Address P.O. BOX 1227 TAX DEPT WESTWOOD NJ 07675-1227 US
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3. Date Incorporated or Qualified 01/29/1985	3a. Date of Last Report 05/01/1996
4. FEI Number 22-2568977	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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	28 Zip
24 Country	29 Country
25	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 **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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		
TITLE	PD	<input type="checkbox"/> DELETE
NAME	WESTFALL, KEVIN P	
STREET ADDRESS	300 CHESTNUT RIDGE RD	
CITY-ST-ZIP	WOODCLIFF LAKE NJ	
TITLE	V	<input type="checkbox"/> DELETE
NAME	KRAUSE, STEFAN	
STREET ADDRESS	300 CHESTNUT RIDGE RD	
CITY-ST-ZIP	WOODCLIFF LAKE NJ	
TITLE	S	<input type="checkbox"/> DELETE
NAME	HENRICI, J ALLEN	
STREET ADDRESS	300 CHESTNUT RIDGE RD	
CITY-ST-ZIP	WOODCLIFF LAKE NJ	
TITLE	D	<input type="checkbox"/> DELETE
NAME	LORENZ, GUENTER	
STREET ADDRESS	PETUELRING 130, BMW HAUS	
CITY-ST-ZIP	8 MUENCHEN 40 GE	
TITLE	V	<input type="checkbox"/> DELETE
NAME	DEVINE, ROBERT	
STREET ADDRESS	300 CHESTNUT RIDGE ROAD	
CITY-ST-ZIP	WOODCLIFF LAKE NJ	
TITLE	T	<input type="checkbox"/> DELETE
NAME	WENNEMER, ROBERT G	
STREET ADDRESS	300 CHESTNUT RIDGE ROAD	
CITY-ST-ZIP	WOODCLIFF LAKE NJ	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
1.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE	Chief Tax Officer	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE	Richard Matschke	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

14. I do 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 _____ **Chief Tax** (201) 367-1000

CR2E034 (9/96)

BMW Financial Services NA, Inc.
 (Formerly BMW Leasing Corporation)
Schedule of Officers

OFFICER	TITLE	ADDRESS
Kevin P. Westfall	President	300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675
Stefan Krause	Vice President	300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675
Robert Devine	Vice President	300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675
J. Allen Henrici	Chief Tax Officer	300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675
Richard Matschke	Treasurer	300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675
Dennis J. Helfman	General Counsel & Secretary	300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675
Frances McCaffrey	Assistant Secretary	300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675
Paula DiNapoli	Assistant Secretary	3455 Mill Run Dr, Suite 505, Hilliard, OH 43026
John M. Christman	Assistant Secretary	3455 Mill Run Dr, Suite 505, Hilliard, OH 43026

DIRECTOR	ADDRESS
Guenter Lorenz	Petuelring 130, BMW Haus, 8 Muenchen 40, Germany
Dr. Karl Sommer	300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675
Kevin P. Westfall	300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675