

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

FILED
May 11, 1999 8:00 am
Secretary of State

05-11-1999 90045 003 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # P04815

1. Corporation Name
BMW FINANCIAL SERVICES NA, INC.



DO NOT WRITE IN THIS SPACE

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**

3. Date Incorporated or Qualified
01/29/1985

4. FEI Number
22-2568977

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 owes the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business
 21
 Suite, Apt. #, etc.
 22
 City & State
 23
 Zip Country
 24

2a. Mailing Address
 26
 Suite, Apt. #, etc.
 27
 City & State
 28
 Zip Country
 29

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**CT CORPORATION SYSTEM
 1200 S. PINE ISLAND ROAD
 PLANTATION FL 33324**

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	KRAUSE, STEFAN	
STREET ADDRESS	300 CHESTNUT RIDGE RD	
CITY-ST-ZIP	WOODCLIFF LAKE NJ	
TITLE	V	<input type="checkbox"/> DELETE
NAME	CHRISTMAN, JOHN M.	
STREET ADDRESS	300 CHESTNUT RIDGE RD	
CITY-ST-ZIP	WOODCLIFF LAKE NJ	
TITLE	CTO	<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	MAYER, NORBERT	
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	<input 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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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: *Frank Wieczorek* Frank Wieczorek Asst. Sec./Taxation 4/23/99 (201)307-4000

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)

545535-90045-3

P04815

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

OFFICER	TITLE	ADDRESS
Stefan Krause	President	300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675
Robert Devine	Vice President	300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675
John M. Christman	Vice President-Finance	5515 Parkcenter Circle, Dublin, OH 43017
Lindsay S. Duffield	Vice President-Marketing	300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675
J. Allen Henrici	Chief Tax Officer	300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675
Norbert Mayer	Treasurer	300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675
Dennis J. Helfman	General Counsel & Secretary	300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675
Kevin J. Healy	Assistant Secretary	300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675
Paula DiNapoli	Assistant Secretary	5515 Parkcenter Circle, Dublin, OH 43017
Carol Betz	Assistant Secretary	5515 Parkcenter Circle, Dublin, OH 43017
David Cordero	Assistant Secretary	300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675
David Curto	Assistant Secretary Taxation	300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675
Frank Wieczorek	Assistant Secretary Taxation	300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675
DIRECTOR		ADDRESS
Guenter Lorenz		Petuelring 130, BMW Haus, 8 Muenchen 40, Germany
Dr. Werner Adelberger		300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675
Stefan Krause		300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675