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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham, Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # *Polele 76*  
1. Corporation Name

GE CAPITAL MORTGAGE SERVICES, INC.

Principal Place of Business	Mailing Address
3 Executive Campus PO Box 5260 Cherry Hill, NJ 08034	3 Executive Campus PO Box 5260 Cherry Hill, NJ 08034

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified	3a. Date of Last Report
21	26	07/08/1985	2/6/96
Suite, Apt. #, etc.	Suite, Apt. #, etc.	4. FLI Number	Applied For
22	27	21-0627285	Not Applicable
City & State	City & State	5. Certificate of Status Desired	\$8.75 Additional Fee Required
23	28	<input type="checkbox"/>	\$5.00 May Be Added to Fees
Zip	Country	6. Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/>
24	25	29	30
Zip	Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	<input type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent

CT 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
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

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	D, P, GM & COO <input type="checkbox"/> DELETE	11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Jenne Britell	12 NAME	
STREET ADDRESS	3 Executive Campus	13 STREET ADDRESS	
CITY-ST-ZIP	Cherry Hill, NJ 08034	14 CITY-ST-ZIP	
TITLE	VP, T & CFO <input type="checkbox"/> DELETE	21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Glen Messina	22 NAME	
STREET ADDRESS	3 Executive Campus	23 STREET ADDRESS	
CITY-ST-ZIP	Cherry Hill, NJ 08034	24 CITY-ST-ZIP	
TITLE	D, CB & CEO <input type="checkbox"/> DELETE	31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Thomas H. Mann	32 NAME	
STREET ADDRESS	6601 Six Forks Road	33 STREET ADDRESS	
CITY-ST-ZIP	Raleigh, NC 27615	34 CITY-ST-ZIP	
TITLE	D, SVP <input type="checkbox"/> DELETE	41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Carolyn S Littles	42 NAME	
STREET ADDRESS	6601 Six Forks Road	43 STREET ADDRESS	
CITY-ST-ZIP	Raleigh, NC 27615	44 CITY-ST-ZIP	
TITLE	D, SVP & AS <input type="checkbox"/> DELETE	51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Gerhard A. Miller	52 NAME	
STREET ADDRESS	6601 Six Forks Road	53 STREET ADDRESS	
CITY-ST-ZIP	Raleigh, NC 27615	54 CITY-ST-ZIP	
TITLE	D, SVP <input type="checkbox"/> DELETE	61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Graham J. Williams	62 NAME	
STREET ADDRESS	6601 Six Forks Road	63 STREET ADDRESS	
CITY-ST-ZIP	Raleigh, NC 27615	64 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: *Susan B. Celmer* Susan B. Celmer AVP & AS 6/6/97 609-661-7169

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (9/96)

03/10/97

**GE CAPITAL MORTGAGE SERVICES, INC.  
DIRECTORS & SENIOR OFFICERS LIST**

<b>NAME</b>	<b>BUSINESS ADDRESS</b>	<b>TITLE</b>	<b>TELEPHONE NUMBER</b>
Thomas H. Mann	6601 Six Forks Road Raleigh, NC 27615	<b>Director</b> , Chairman of the Board & Chief Executive Officer	(919) 846-4388
Jenne Britell	3 Executive Campus Cherry Hill, NJ 08034	<b>Director</b> , President, General Manager & Chief Operating Officer	(609) 661-7070
Carolyn S. Littles	6601 Six Forks Road Raleigh, NC 27615	<b>Director</b> , Senior Vice President	(919) 846-4240
Gerhard A. Miller	6601 Six Forks Road Raleigh, NC 27615	<b>Director</b> , Senior Vice President and Assistant Secretary	(919) 846-4183
Jo Ann B. Rabitz	6601 Six Forks Road Raleigh, NC 27615	<b>Director</b> , Senior Vice President	(919) 846-4222
Graham J. Williams	6601 Six Forks Road Raleigh, NC 27615	<b>Director</b> , Senior Vice President	(919) 846-4120
Larry Bird	2000 W. Loop St., Ste 1300 Houston, TX 77027	Vice President	(713) 964-4606
Stewart B. Koenigsberg	3 Executive Campus Cherry Hill, NJ 08034	Senior Vice President	(609) 661-7505
Ellen Bovarnick	6601 Six Forks Road Raleigh, NC 27615	Senior Vice President	(919) 846-4633
Jeremia Jacobs	6601 Six Forks Road Raleigh, NC 27615	Senior Vice President	(919) 846-4121
Richard A. Nastasi	6601 Six Forks Road Raleigh, NC 27615	Senior Vice President	(919) 846-3150
Glen Messina	3 Executive Campus Cherry Hill, NJ 08034	Vice President, Treasurer & Chief Financial Officer	(609) 661-6380
Robert O'Reilly	6601 Six Forks Road Raleigh, NC 27615	Senior Vice President	(919) 846-4583
Ellie Cornfeld	3 Executive Campus Cherry Hill, NJ 08034	Vice President	(609) 661-7616
Gregory A. Gibson	625 Maryville Centre Dr. St. Louis, MO 63141	Vice President	(314) 529-5252
Alan Goldberg	2000 W. Loop St., Ste 1300 Houston, TX 77027	Vice President	(713) 964-4451
Janet B. Hunt	3 Executive Campus Cherry Hill, NJ 08034	Vice President and Secretary	(609) 661-6515
Mary Beth Tripp	625 Maryville Centre Dr. St. Louis, MO 63141	Vice President	(609) 661-6150
Kenneth J. Michaels	3 Executive Campus Cherry Hill, NJ 08034	Vice President	(609) 661-7762
Pamela L. Monahan	3 Executive Campus Cherry Hill, NJ 08034	Vice President	(609) 661-6329
Susan Celmer	3 Executive Campus Cherry Hill, NJ 08034	Assistant Vice President & Assistant Secretary	(609) 661-7169
James C. Zollo	3 Executive Campus Cherry Hill, NJ 08034	Vice President	(609) 661-5909