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May 18 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P06676 (1)

1. Corporation Name
GE CAPITAL MORTGAGE SERVICES, INC.

Principal Place of Business

3 EXECUTIVE CAMPUS
P.O. BOX 5260
CHERRY HILL NJ 08034
US

Mailing Address

3 EXECUTIVE CAMPUS
P.O. BOX 5260
CHERRY HILL NJ 08034
US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
07/06/1985

2. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
21	26	21-0627285	Not Applicable
Suite, Apt. #, etc.	Suite, Apt. #, etc.	5. Certificate of Status Desired	\$8.75 Additional Fee Required
22	27	<input type="checkbox"/>	
City & State	City & State	6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
23	28	<input type="checkbox"/>	
Zip	Zip	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.	<input type="checkbox"/> Yes <input type="checkbox"/> No
24	29		
Country	Country		
25	30		

9. Name and Address of Current Registered Agent

C T 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 date if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PMD	1.1 TITLE	D.V.T.CFO
NAME	BRITELL, JENNE	1.2 NAME	Glen Messina
STREET ADDRESS	3 EXECUTIVE CAMPUS	1.3 STREET ADDRESS	3 Executive Campus
CITY-ST-ZIP	CHERRY HILL NJ 08034	1.4 CITY-ST-ZIP	Cherry Hill, NJ 08034
TITLE	VRCF	2.1 TITLE	SV
NAME	MESSINA, GLEN	2.2 NAME	Graham J. Williams
STREET ADDRESS	3 EXECUTIVE CAMPUS	2.3 STREET ADDRESS	3 Executive Campus
CITY-ST-ZIP	CHERRY HILL NJ 08034	2.4 CITY-ST-ZIP	Cherry Hill, NJ 08034
TITLE	CEO	3.1 TITLE	SV
NAME	MANN, THOMAS H	3.2 NAME	Ellen Bovarnick
STREET ADDRESS	6601 SIX FORKS ROAD	3.3 STREET ADDRESS	6601 Six Forks Road
CITY-ST-ZIP	RALEIGH NC 27615	3.4 CITY-ST-ZIP	Raleigh, NC 27615
TITLE	VSD	4.1 TITLE	SV
NAME	LITTLES, CAROLYN S	4.2 NAME	Walter P. Buczynski
STREET ADDRESS	6601 SIX FORKS ROAD	4.3 STREET ADDRESS	3 Executive Campus
CITY-ST-ZIP	RALEIGH NC 27615	4.4 CITY-ST-ZIP	Cherry Hill, NJ 08034
TITLE	ASVD	5.1 TITLE	SV
NAME	MILLER, GERHARD A	5.2 NAME	Catherine S. Kenworthy
STREET ADDRESS	6601 SIX FORKS ROAD	5.3 STREET ADDRESS	6601 Six Forks Road
CITY-ST-ZIP	RALEIGH NC 27615	5.4 CITY-ST-ZIP	Raleigh, NC 27615
TITLE	SVD	6.1 TITLE	SV
NAME	WILLIAMS, GRAHAM J	6.2 NAME	Richard J. Nastasi
STREET ADDRESS	6601 SIX FORKS ROAD	6.3 STREET ADDRESS	6601 Six Forks Road
CITY-ST-ZIP	RALEIGH NC 27615	6.4 CITY-ST-ZIP	Raleigh, NC 27615

*Continued on
Schedule A hereto

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 supplementary 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

Glen A. Messina

CR2E034 (1097)

**SCHEDULE A
TO
FLORIDA PROFIT CORPORATION ANNUAL REPORT 1998**

Continuation of Item 13. Additions/Changes to Officers and Directors in 12.

Addition

D, SV

JoAnn B. Rabitz

6601 Six Forks Road

Raleigh, NC 27615

Addition

SV

Dmitri Stockton

6601 Six Forks Road

Raleigh, NC 27615

Addition

D, SV

Theodore F. Weiland

6601 Six Forks Road

Raleigh, NC 27615

Addition

V, S

Thomas F. Kleissler

3 Executive Campus

Cherry Hill, NJ 08034