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Mar 02 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 # P08516 (7)

1. Corporation Name  
FIRST UNION BROKERAGE SERVICES, INC.



Principal Place of Business TWO FIRST UNION CNT 0200 CHARLOTTE NC 28288-7200	Mailing Address TWO FIRST UNION CNT 0200 CHARLOTTE NC 28288-7200
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 12/23/1985	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 56-1252143	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	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	

9. Name and Address of Current Registered Agent PRENTICE-HALL CORPORATION SYSTEM, INC. FIRST FLORIDA BANK BLDG, STE 420 TALLAHASSEE FL 32301		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	P	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MOODY, DWIGHT	1.2 NAME	
STREET ADDRESS	ONE FIRST UNION CENTER	1.3 STREET ADDRESS	
CITY-ST-ZIP	CHARLOTTE NC	1.4 CITY-ST-ZIP	
TITLE	VP	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LEIGHTON, WARREN	2.2 NAME	700002444767
STREET ADDRESS	TWO FIRST UNION CENTER NC0200	2.3 STREET ADDRESS	-03/03/98--01008--009
CITY-ST-ZIP	CHARLOTTE NC	2.4 CITY-ST-ZIP	***150.00
TITLE	S	3.1 TITLE	Secretary <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HATHAWAY, KENT S.	3.2 NAME	DAVID HEBNER
STREET ADDRESS	ONE FIRST UNION CTR	3.3 STREET ADDRESS	One First Union Center, TW8
CITY-ST-ZIP	CHARLOTTE NC	3.4 CITY-ST-ZIP	Charlotte, NC 28288
TITLE	T	4.1 TITLE	CFO <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	HATCH, JAMES H.	4.2 NAME	JEFF FOX
STREET ADDRESS	TWO FIRST UNION CNT 0200	4.3 STREET ADDRESS	201 South College Street
CITY-ST-ZIP	CHARLOTTE NC	4.4 CITY-ST-ZIP	Charlotte, NC 28288
TITLE	D	5.1 TITLE	COO <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	CRUTCHFIELD, EDWARD E.	5.2 NAME	MARK HUBBERT
STREET ADDRESS	ONE FIRST UNION CENTER	5.3 STREET ADDRESS	201 South College Street
CITY-ST-ZIP	CHARLOTTE NC	5.4 CITY-ST-ZIP	Charlotte, NC 28288
TITLE	D	6.1 TITLE	CCO <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	GEORGINIS, JOHN	6.2 NAME	C. Rachel Raemore
STREET ADDRESS	ONE FIRST UNION CENTER	6.3 STREET ADDRESS	201 South College Street
CITY-ST-ZIP	CHARLOTTE NC	6.4 CITY-ST-ZIP	Charlotte, NC 28288

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.

SIGNATURE

2/24/98

704-383-5744

CR2E034 (10/97)