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FILED
May 07 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P08690 (0)

1. Corporation Name
THE CIT GROUP/COMMERCIAL SERVICES, INC.



Principal Place of Business

C/O CIT
650 C.I.T. DRIVE
LIVINGSTON NJ 07039

Mailing Address

C/O CIT
650 C.I.T. DRIVE
LIVINGSTON NJ 07039-5703

3. Date Incorporated or Qualified
01/10/1986

3a. Date of Last Report
05/01/1996

2. Principal Place of Business

21 Suite, Apt. #, etc.

23 City & State

24 Zip

25 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

30 Country

4. FFI Number
13-2699483

Applied For
Not Applicable

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 has liability for intangible tax under s. 199.032,
Florida Statutes

Yes No

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 title, if applicable

(NOTE: Registered Agent signature required when installing)

DATE

12. OFFICERS AND DIRECTORS

TITLE PD
NAME MARSIELLO, L
STREET ADDRESS 43 WAYNE CT
CITY-ST-ZIP FT SALONGO WV

DELETE

TITLE VP
NAME OBERDORF, P.S.
STREET ADDRESS 1085 WARBURTON AVE.
CITY-ST-ZIP YONKERS NY

DELETE

TITLE EVP
NAME SPECTOR, S.L.
STREET ADDRESS 137F 38 STREET #9C
CITY-ST-ZIP NEW YORK NY

DELETE

TITLE VP
NAME BELANOFF, STUART B.
STREET ADDRESS 130 E. 18TH STREET
CITY-ST-ZIP NEW YORK NY

DELETE

TITLE SVP
NAME ROMANO, JAMES V
STREET ADDRESS 13 GLEN LANE
CITY-ST-ZIP LEVITTOWN NY

DELETE

TITLE AS
NAME BARONOFF, W.
STREET ADDRESS 501 E. 79TH STREET
CITY-ST-ZIP NEW YORK NY

DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP

2.1 TITLE Change Addition

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

3.1 TITLE Change Addition

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

4.1 TITLE Change Addition

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

5.1 TITLE Change Addition

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

6.1 TITLE Change Addition

6.2 NAME

6.3 STREET ADDRESS

6.4 CITY-ST-ZIP

list Attached

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.

CR2E034 (9/96)

THE CIT GROUP/COMMERCIAL SERVICES, INC.
12-31-95

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OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>SOCIAL SECURITY</u>	<u>RESIDENCE</u>	<u>BUSINESS ADDRESS</u>
Lawrence Marsiello	President & CEO	089-42-4593	42 Wayne Court Fort Salonga, NY 11768	1211 Ave. of the Americas New York, NY 10036
Sharon L. Spector	Sr.Exec. V.P.	102-36-1150	137 E 36 St. #9C New York, NY 10016	1211 Ave. of the Americas New York, NY 10036
Harvey Feig	Sr. V.P. & Reg. Mgr.	126-26-3673	21755 Woodland Crest Woodlands Hills, Ca 91364	300 S. Grand Avenue Los Angeles, CA 90071
P. Scott Oberdorf	Senior V.P. Gen.Counsel & Sec'y	053-32-9501	604 Hunters Run Dobbs Ferry, NY 10522	1211 Ave. of the Americas New York, NY 10036
John F. Daly	Exec. V.P.	119-40-8330	3 Forest Court Morganville, NJ 07751	1211 Ave. of the Americas New York, NY 10036
Richard V. Romer	Exec. V.P.	117-32-3141	Seven Jeanette Drive Massapequa, NY 11758	1211 Ave. of the Americas New York, NY 10036
Stuart B. Belanoff	V.P. & Asst. Sec'y	059-26-3843	130 E. 18th Street New York, NY 10003	1211 Ave. of the Americas New York, NY 10036
Eugene D. Conti	V.P.	107-30-1145	900 W. End Ave. Apt. 12E New York, NY 10025	1211 Ave. of the Americas New York, NY 10036
Lawrence A. Silver	V.P.	132-40-0812	132 E. 35th Street New York, NY 10016	1211 Ave. of the Americas New York, NY 10036

THE CIT GROUP/COMMERCIAL SERVICES, INC.

12-31-95

OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>SOCIAL SECURITY</u>	<u>RESIDENCE</u>	<u>BUSINESS ADDRESS</u>
Laura L. Choi	Asst. V.P.	567-74-8099	786 So. Garfield Ave. Monterey Park, CA 91754	300 S. Grand Ave. Los Angeles, CA 90071
Ernesto Langit	Asst. V.P.	554-98-2255	726 W. 156th Street Gardena, CA 90247	300 S. Grand Ave. Los Angeles, CA 90071
Wayne Maberry	Asst. V.P.	554-64-1011	922 Berkshire Ct. San Dimas, CA 91773	300 S. Grand Ave. Los Angeles, CA 90071
Donald J. Rapson	Asst. Secy.	119-22-8804	74 Runyon Avenue Deal, NJ 07723	650 CIT Drive Livingston, NJ 07039
Kathleen Nassaney	Attorney-In-Fact	155-64-0531	43 Sherbrook Dr. Rockaway, NJ 07866	650 CIT Drive Livingston, NJ 07039
Edward J. Kane	Attorney-In-Fact	100-40-8943	70 Susan Lane Circleville, NY 10919	650 CIT Drive Livingston, NJ 07039
Peter W. Oselador	Attorney-In-Fact	141-62-8828	2 Heather Ln. West Milford, NJ 07480	650 CIT Drive Livingston, NJ 07039

373/5

THE CIT GROUP/COMMERCIAL SERVICES, INC.
12-31-95DIRECTORS

<u>NAME</u>	<u>SOCIAL SECURITY</u>	<u>RESIDENCE</u>	<u>BUSINESS ADDRESS</u>
P. Scott Oberdorf	053-32-9501	604 Hunters Run Dobbs Ferry, NY 10522	1211 Ave. of the Americas New York, NY 10036
Albert R. Gamper, Jr.	071-34-8911	31 Northern Dr. Short Hills, NJ 07078	650 CIT Drive Livingston, NJ 07039
Joseph A. Pollicino	133-30-4399	93 Summit Drive Manhasset, NY 11030	270 Park Avenue New York, NY
Lawrence Marsiello	089-42-4593	42 Wayne Court Fort Salonga, NY 11768	1211 Ave. of the Americas New York, NY 10036
John F. Daly	119-40-8330	3 Forest Court Morganville, NJ 07751	1211 Ave. of the Americas New York, NY 10036
Richard V. Romer	117-32-3141	Seven Jeanette Drive Massapequa, NY 11758	1211 Ave. of the Americas New York, NY 10036
Sharon L. Spector	102-36-1150	137 E. 36th Street #9C New York, NY 10016	1211 Ave. of the Americas New York, NY 10036