


SECOND-NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 15, 1999.
AMOUNT DUE ON OR BEFORE 09/15/99: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

PROFIT CORPORATION ANNUAL REPORT 1999				FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # P27565 1. Corporation Name CORESTATES DEALER SERVICES CORP.					
Principal Place of Business 747 DRESHER ROAD, SUITE 100 HORSHAM PA 19044			Mailing Address 747 DRESHER ROAD, SUITE 100 HORSHAM PA 19044		

FILED

09 AUG 13 PM 3:13

FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA



DO NOT WRITE IN THIS SPACE

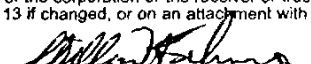
2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 01/04/1990	
21	Suite, Apt. #, etc.	26	1201 Hays Street	4. FEI Number 23-2580408	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Tallahassee, Florida	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	32301-2525	7. This corporation owes the current year Intangible Personal Property. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
9. Name and Address of Current Registered Agent CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301-2525				10. Name and Address of New Registered Agent	
				81	Name
				82	Street Address (P.O. Box Number is Not Acceptable)
				83	
				84	City
				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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P <input checked="" type="checkbox"/> DELETE	11 TITLE	Director/SVP <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	KAPLAN, THOMAS J	12 NAME	Keith D. Lembo
STREET ADDRESS	16TH & MARKET STREETS, 39TH FLOOR	13 STREET ADDRESS	301 South College St., 31st Floor
CITY-ST-ZIP	PHILADELPHIA PA	14 CITY-ST-ZIP	Charlotte, NC 28288-0630
TITLE	V <input checked="" type="checkbox"/> DELETE	21 TITLE	SVP/Secretary <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	WISMER, WILLIAM J., III	22 NAME	Robert L. Andersen
STREET ADDRESS	747 DRESHER ROAD, #100	23 STREET ADDRESS	301 South College St., 31st Floor
CITY-ST-ZIP	HORSHAM PA	24 CITY-ST-ZIP	Charlotte, NC 28288-0630
TITLE	V <input checked="" type="checkbox"/> DELETE	31 TITLE	VP/Assistant Secretary <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	HALL, ROBERT L.	32 NAME	Jacqueline A. Ballantine
STREET ADDRESS	747 DRESHER ROAD, #100	33 STREET ADDRESS	1339 Chestnut St., 15th Floor
CITY-ST-ZIP	HORSHAM PA	34 CITY-ST-ZIP	Philadelphia, PA 19107
TITLE	VP <input checked="" type="checkbox"/> DELETE	41 TITLE	AVP/Assistant Secretary <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	MCGRADY, KATHLEEN	42 NAME	William H. Schwartz
STREET ADDRESS	747 DRESHER ROAD #100	43 STREET ADDRESS	1339 Chestnut St., 15th Floor
CITY-ST-ZIP	HORSHAM PA	44 CITY-ST-ZIP	Philadelphia, PA 19107
TITLE	T <input checked="" type="checkbox"/> DELETE	51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CHILA, DAN A	52 NAME	
STREET ADDRESS	16TH & MARKET STREETS, 16TH FLOOR	53 STREET ADDRESS	100002859711--8
CITY-ST-ZIP	PHILADELPHIA PA	54 CITY-ST-ZIP	
TITLE	AS <input checked="" type="checkbox"/> DELETE	61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FLANAGAN, MADELINE	62 NAME	
STREET ADDRESS	16TH & MARKET STS, 39 FL	63 STREET ADDRESS	KE
CITY-ST-ZIP	PHILADELPHIA PA	64 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.

SIGNATURE:  **WILLIAM H. SCHWARTZ**
AVP & ASST. SEC. 8-9-99 215-786-7421
Date Daytime Phone #

0115421

CR2E034 (5/99)



August 9, 1999

Division of Corporations
Annual Reports Filings
P.O. Box 1500
Tallahassee, FL 32302-1500

Attention: Annual Reports Filing Department

Regarding: CoreStates Dealer Services Corp. (23-2580408)
Annual Report Filing – First Notice Not Received

Dear Reports Filing Department:

Attached is the 1999 Annual Report Filing for the above referenced entity. Unfortunately, we never received a First Notice and therefore were unaware that our annual report filing was due.

Based upon our having not received a First Notice, we respectfully request that the \$400.00 penalty be waived, and that you accept the enclosed amount of \$150.00 as payment for CoreStates Dealer Services Corp.'s 1999 filing fee.

Thank you for your assistance and consideration in this matter. Should you have any questions, please feel free to contact me at 215-786-7421.

Sincerely,

A handwritten signature in cursive script, appearing to read "William H. Schwartz".

William H. Schwartz
Assistant Vice President and
Assistant Secretary

WHS/mth

Attachment



ACCOUNT NO. : 072100000032

REFERENCE : 341100 7170545

AUTHORIZATION :

Patricia Puzio

COST LIMIT : \$ 150.00

ORDER DATE : August 13, 1999

ORDER TIME : 12:11 PM

ORDER NO. : 341100-005

CUSTOMER NO: 7170545

CUSTOMER: Mr. William Schwartz
First Union Corporation
Legal Dept. Pa 4840
1339 Chestnut Street
Philadelphia, PA 19107

ANNUAL REPORT FILING

NAME: CORESTATES DEALER SERVICES
CORP.

XX ANNUAL REPORT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

RECEIVED
AUG 13 PM 12:30
FEDERAL RESERVE BANK
PHILADELPHIA, PA